

TRIMBLE NAVIGATION LTD /CA/  
Form 4  
February 26, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Shepard Julie A

2. Issuer Name and Ticker or Trading Symbol  
TRIMBLE NAVIGATION LTD /CA/ [TRMB]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/24/2014

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Vice President

C/O TRIMBLE NAVIGATION LIMITED, 935 STEWART DRIVE  
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

SUNNYVALE, CA 94085

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 02/24/2014                           |  | M                              |   | 11,400 A \$ 10.005  | 14,448   | D                                 |
| Common Stock                    | 02/24/2014                           |  | M                              |   | 12,134 A \$ 10.84   | 26,582   | D                                 |
| Common Stock                    | 02/24/2014                           |  | M                              |   | 8,334 A \$ 11.53  | 34,916   | D                                 |
| Common Stock                    | 02/24/2014                           |  | M                              |   | 10,200 A \$ 15.4  | 45,116   | D                                 |
| Common Stock                    | 02/24/2014                           |  | S                              |   | 42,068 D \$ 38.41 (1)   | 3,048  | D                                 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option                      | \$ 10.005  | 02/24/2014                           |  | M                              | 11,400  | <sup>(2)</sup> 05/19/2016                                | Common Stock 11,400   |
| Employee Stock Option                      | \$ 10.84   | 02/24/2014                           |  | M                              | 12,134  | <sup>(3)</sup> 10/23/2016                                | Common Stock 12,134   |
| Employee Stock Option                      | \$ 11.53   | 02/24/2014                           |  | M                              | 8,334   | <sup>(4)</sup> 12/08/2016                                | Common Stock 8,334  |
| Employee Stock Option                      | \$ 15.4  | 02/24/2014                           |  | M                              | 10,200  | <sup>(5)</sup> 04/27/2017                                | Common Stock 10,200   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| Shepard Julie A<br>C/O TRIMBLE NAVIGATION LIMITED<br>935 STEWART DRIVE<br>SUNNYVALE, CA 94085 |               |           | Vice President |       |

## Signatures

James Kirkland, as  
Attorney-in-Fact 02/26/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This transaction was executed in multiple trades at prices ranging from \$38.28 to \$38.52; the price reported above reflects the weighted average sale price. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares and prices at which the transactions were effected.

- (1) 40% of these options became exercisable on 05/19/2011 and an additional 1.67% of these options become exercisable monthly thereafter.
- (2) 40% of these options became exercisable on 10/23/2011 and an additional 1.67% of these options become exercisable monthly thereafter.
- (3) 40% of these options became exercisable on 12/08/2011 and an additional 1.67% of these options become exercisable monthly thereafter.
- (4) 40% of these options became exercisable on 04/27/2012 and an additional 1.67% of these options become exercisable monthly thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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