

TRIMBLE NAVIGATION LTD /CA/

Form 4

May 20, 2005

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PEETZ BRUCE E

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)

C/O TIMBLE NAVIGATION
LTD, 749 N MARY AVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2005

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Vice President

SUNNYVALE, CA 94085

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

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common Stock | 05/18/2005 | | M | 3,588 A | \$ 10.25 86,200 | D | |
| Common Stock | 05/18/2005 | | S ⁽¹⁾ | 3,588 D | \$ 38.15 82,612 | D | |
| Common Stock | 05/18/2005 | | M | 8,412 A | \$ 10.25 91,024 | D | |
| Common Stock | 05/18/2005 | | S ⁽¹⁾ | 8,412 D | \$ 38.15 82,612 ⁽²⁾ | D | |
| Common Stock | | | | | 8,082 | I | By 401(K) |

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

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SEC 1474
(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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Employee Stock Option | \$ 10.25 | 05/18/2005 | | M | 3,588 | (3) 12/03/2006 | Common Stock | 3,588 |
| Employee Stock Option | \$ 10.25 | 05/18/2005 | | M | 8,412 | (3) 12/03/2006 | Common Stock | 8,412 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| PEETZ BRUCE E C/O TIMBLE NAVIGATION LTD 749 N MARY AVE SUNNYVALE, CA 94085 | | | Vice President | |

Signatures

Irwin Kwatek as Attorney
in Fact 05/20/2005

__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).

(1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on May 6, 2005.

(2) Includes 47 shares acquired under the Trimble Navigation stock purchase plan of December 31, 2004.

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(3) This option is exercisable 20% at the end of the first year and 1.67% a month 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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