

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

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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  
 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	(A) or (D)	Price
Common Stock	02/24/2014		M		11,400	A	\$ 10.005
Common Stock	02/24/2014		M		12,134	A	\$ 10.84
Common Stock	02/24/2014		M		8,334	A	\$ 11.53
Common Stock	02/24/2014		M		10,200	A	\$ 15.4
Common Stock	02/24/2014		S		42,068	D	\$ 38.41 (1)
							3,048

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)	Amount or Number of Shares	
				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	<u>(2)</u> 05/19/2016		Common Stock	11,400
Employee Stock Option	\$ 10.84	02/24/2014		M	12,134	<u>(3)</u> 10/23/2016		Common Stock	12,134
Employee Stock Option	\$ 11.53	02/24/2014		M	8,334	<u>(4)</u> 12/08/2016		Common Stock	8,334
Employee Stock Option	\$ 15.4	02/24/2014		M	10,200	<u>(5)</u> 04/27/2017		Common Stock	10,200

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shepard Julie A C/O TRIMBLE NAVIGATION LIMITED 935 STEWART DRIVE 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.

- (2) 40% of these options became exercisable on 05/19/2011 and an additional 1.67% of these options become exercisable monthly thereafter.
- (3) 40% of these options became exercisable on 10/23/2011 and an additional 1.67% of these options become exercisable monthly thereafter.
- (4) 40% of these options became exercisable on 12/08/2011 and an additional 1.67% of these options become exercisable monthly thereafter.
- (5) 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.