

TRIMBLE NAVIGATION LTD /CA/  
Form 8-K  
April 24, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): April 23, 2008 (April 21, 2008)

**TRIMBLE NAVIGATION LIMITED**

(Exact name of registrant as specified in its charter)

**California**  
(State or other jurisdiction)

**001-14845**  
(Commission)

**94-2802191**  
(IRS Employer)

of incorporation)

File Number)

Identification No.)

**935 Stewart Drive**

**Sunnyvale, CA**  
(Address of principal executive offices)

**94085**  
(Zip Code)

Registrant's telephone number, including area code: (408) 481-8000

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.**

On April 21, 2008, the Board of Directors of Trimble Navigation Limited ( Trimble ) amended Trimble 's Annual Management Incentive Plan ( MIP ) to modify the target payout ranges to be 10% to 100% of base annual salary for each MIP participant. The Board of Directors established a 100% target for Trimble 's Chief Executive Officer.

**ITEM 9.01 Financial Statements and Exhibits.**

Ex. 10.1 Trimble Navigation Limited Annual Management Incentive Plan Description

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

TRIMBLE NAVIGATION LIMITED

By: /s/ Irwin Kwatek  
Name: Irwin Kwatek  
Title: Vice President  
Date: April 23, 2008

**EXHIBIT INDEX**

**Exhibit Number Description**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Trimble Navigation Limited Annual Management Incentive Plan Description