

TRIMBLE NAVIGATION LTD /CA/

Form 4

February 14, 2014

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2014

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/12/2014		M		29,460	A	\$ 18.1	35,640.9518	D
Common Stock	02/12/2014		S ⁽¹⁾		1,924	D	\$ 35.02	33,716.9518	D
Common Stock	02/12/2014		S ⁽¹⁾		2,313	D	\$ 35.06	31,403.9518	D
Common Stock	02/12/2014		S ⁽¹⁾		14,238	D	\$ 35.07	17,165.9518	D
Common Stock	02/12/2014		S ⁽¹⁾		4,681	D	\$ 35.08	12,484.9518	D

Common Stock 02/12/2014 S⁽¹⁾ 6,304 D \$ 35.1 6,180.9518 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)	Amount or Number of Shares
Employee Stock Option	\$ 18.1	02/12/2014		M	29,460	<u>(2)</u> 10/26/2017	Common Stock	29,460

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HARRINGTON MARK A C/O TRIMBLE NAVIGATION LIMITED 935 STEWART DRIVE SUNNYVALE, CA 94085	Vice President

Signatures

James A. Kirkland, as
Attorney-in-Fact 02/13/2014

____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).

(1) The sale was effected by Mr. Harrington to a rule 10b5-1 sale plan effective February 26, 2013.

(2) 40% of these options became exercisable on 10/26/2012 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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