

TRIMBLE NAVIGATION LTD /CA/
Form 4
January 08, 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 *
Kliem Jurgen

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)
01/06/2014

____ 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) | | | 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 | 01/06/2014 | | M | | | 12,000 A \$ 9.98 | 12,350.7624 | D | |
| Common Stock | 01/06/2014 | | M | | | 2,602 A \$ 10.005 | 14,952.7624 | D | |
| Common Stock | 01/06/2014 | | M | | | 8,598 A \$ 10.005 | 23,550.7624 | D | |
| Common Stock | 01/06/2014 | | M | | | 3,640 A \$ 15.4 | 27,190.7624 | D | |
| Common Stock | 01/06/2014 | | M | | | 24,360 A \$ 15.4 | 51,550.7624 | D | |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|-----------------|-------------|---|
| Common Stock | 01/06/2014 | S ⁽¹⁾ | 2,602 | D | \$ 33.81 (2) | 48,948.7624 | D |
| Common Stock | 01/06/2014 | S ⁽¹⁾ | 3,640 | D | \$ 33.82 (3) | 45,308.7624 | D |
| Common Stock | 01/06/2014 | S ⁽¹⁾ | 12,000 | D | \$ 33.81 (4) | 33,308.7624 | D |
| Common Stock | 01/06/2014 | S ⁽¹⁾ | 8,598 | D | \$ 33.81 (4) | 24,710.7624 | D |
| Common Stock | 01/06/2014 | S ⁽¹⁾ | 24,360 | D | \$ 33.81 (4) | 350.7624 | D |

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 | \$ 9.98 | 01/06/2014 | | M | 12,000 | (5) | 10/20/2015 | Common Stock | 12,000 |
| Employee Stock Option | \$ 10.005 | 01/06/2014 | | M | 2,602 | (6) | 05/19/2016 | Common Stock | 2,602 |
| Employee Stock Option | \$ 10.005 | 01/06/2014 | | M | 8,598 | (6) | 05/19/2016 | Common Stock | 8,598 |
| Employee Stock Option | \$ 15.4 | 01/06/2014 | | M | 3,640 | (7) | 04/27/2017 | Common Stock | 3,640 |
| Employee Stock Option | \$ 15.4 | 01/06/2014 | | M | 24,360 | (7) | 04/27/2017 | Common Stock | 24,360 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kliem Jurgen C/O TRIMBLE NAVIGATION LIMITED 935 STEWART DRIVE SUNNYVALE, CA 94085 | | | Vice President | |

Signatures

James Kirkland, as
Attorney-in-Fact
01/07/2014
Date

Signature of Reporting Person

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. Kliem to a rule 10b5-1 sale plan effective December 2, 2013.
This transaction was executed in multiple trades at prices ranging from \$33.67 to \$33.98; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- (3) This transaction was executed in multiple trades at prices ranging from \$33.67 to \$33.97; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- (4) This transaction was executed in multiple trades at prices ranging from \$33.64 to \$34.00; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- (5) 40% of these options became exercisable on 10/20/2010 and an additional 1.67% of these options become exercisable monthly thereafter.
- (6) 40% of these options became exercisable on 5/19/2011 and an additional 1.67% of these options become exercisable monthly thereafter.
- (7) 40% of these options became exercisable on 4/27/2012 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.