

WORKMAN DENNIS
Form 4
November 09, 2010

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

OMB APPROVAL

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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 *
WORKMAN DENNIS

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)
11/08/2010

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

C/O TIMBLE 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	11/08/2010		M			41,250	A	\$ 5.1134	56,602	D	
Common Stock	11/08/2010		S			41,250	D	\$ 37.4903	15,352	D	
Common Stock	11/08/2010		M			38,750	A	\$ 8.5	54,102	D	
Common Stock	11/08/2010		S			38,750	D	\$ 37.5782	15,352	D	

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Common Stock	11/09/2010		M	33,442	A	\$ 8.5	48,794	D
Common Stock	11/09/2010		S	33,442	D	\$ <u>(3)</u>	15,352	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 5.1134	11/08/2010		M	41,250	<u>(4)</u> 06/21/2012	Common Stock	41,250	
Employee Stock Option	\$ 8.5	11/08/2010		M	38,750	<u>(5)</u> 07/16/2013	Common Stock	38,750	
Employee Stock Option	\$ 8.5	11/09/2010		M	33,442	<u>(6)</u> 07/16/2013	Common Stock	33,442	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WORKMAN DENNIS C/O TIMBLE NAVIGATION LIMITED 935 STEWART DRIVE SUNNYVALE, CA 94085			Vice President	

Signatures

James Kirkland as Attorney
in Fact

11/09/2010

__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 price reported in the weighted average sale price of shares sales occurring at prices ranging from \$37.40 to \$37.5605. Upon the request of the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold of each separate price.

(2) The price reported in the weighted average sale price of shares sales occurring at prices ranging from \$37.5605 to \$37.6520. Upon the request of the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold of each separate price.

(3) The price reported in the weighted average sale price of shares sales occurring at prices ranging from \$36.9008 to \$37.37. Upon the request of the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold of each separate price.

(4) This option vests 20% after one year and 1.67% a month thereafter.

(5) This option vests 20% after one year and 1.67% a month thereafter.

(6) This option vests 20% after one 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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