

GOODRICH JOHN B  
Form 4  
May 14, 2012

**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 \*  
GOODRICH JOHN B

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)  
05/10/2012

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

C/O TIMBLE NAVIGATION LTD, 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock                    | 05/10/2012                           |  | M                              |   | 15,000 A \$ 19.615  | D  |   |
| Common Stock                    | 05/10/2012                           |  | S                              |   | 15,000 D \$ 51.0584 (1)   | D  |   |
| Common Stock                    | 05/10/2012                           |  | M                              |   | 15,000 A \$ 22.535  | D  |   |
| Common Stock                    | 05/10/2012                           |  | S                              |   | 15,000 D \$ 51.0584 (1)   | D  |   |

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|              |            |  |   |        |   |                             |        |   |
|--------------|------------|--|---|--------|---|-----------------------------|--------|---|
| Common Stock | 05/10/2012 |  | M | 15,000 | A | \$ 11.495                   | 56,944 | D |
| Common Stock | 05/10/2012 |  | S | 15,000 | D | \$<br>51.0584<br><u>(1)</u> | 41,944 | D |
| Common Stock | 05/10/2012 |  | M | 15,000 | A | \$ 43.06                    | 46,944 | D |
| Common Stock | 05/10/2012 |  | S | 15,000 | D | \$<br>51.0584<br><u>(1)</u> | 41,944 | D |
| Common Stock | 05/10/2012 |  | M | 10,000 | A | \$ 35.79                    | 51,944 | D |
| Common Stock | 05/10/2012 |  | S | 10,000 | D | \$<br>51.0584<br><u>(1)</u> | 41,944 | D |
| Common Stock | 05/10/2012 |  | M | 14,583 | A | \$ 20.01                    | 56,527 | D |
| Common Stock | 05/10/2012 |  | S | 14,583 | D | \$<br>51.0584<br><u>(1)</u> | 41,944 | D |
| Common Stock | 05/10/2012 |  | M | 15,000 | A | \$ 30.15                    | 56,944 | D |
| Common Stock | 05/10/2012 |  | S | 15,000 | D | \$<br>51.0584<br><u>(1)</u> | 41,944 | D |
| Common Stock | 05/10/2012 |  | M | 10,000 | A | \$ 29.45                    | 51,944 | D |
| Common Stock | 05/10/2012 |  | S | 10,000 | D | \$<br>51.0584<br><u>(1)</u> | 41,944 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|

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(Instr. 3, 4,  
and 5)

|                             |           |            | Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
|-----------------------------|-----------|------------|------|---|-----|-----|---------------------|--------------------|-----------------|-------------------------------------|
| Employee<br>Stock<br>Option | \$ 19.615 | 05/10/2012 | M    |   |     |     | (2)                 | 05/19/2015         | Common<br>Stock | 15,000                              |
| Employee<br>Stock<br>Option | \$ 22.535 | 05/10/2012 | M    |   |     |     | (2)                 | 05/18/2016         | Common<br>Stock | 15,000                              |
| Employee<br>Stock<br>Option | \$ 11.495 | 05/10/2012 | M    |   |     |     | (2)                 | 07/22/2014         | Common<br>Stock | 15,000                              |
| Employee<br>Stock<br>Option | \$ 43.06  | 05/10/2012 | M    |   |     |     | (3)                 | 05/03/2018         | Common<br>Stock | 15,000                              |
| Employee<br>Stock<br>Option | \$ 35.79  | 05/10/2012 | M    |   |     |     | (2)                 | 05/22/2018         | Common<br>Stock | 10,000                              |
| Employee<br>Stock<br>Option | \$ 20.01  | 05/10/2012 | M    |   |     |     | (2)                 | 05/19/2019         | Common<br>Stock | 14,583                              |
| Employee<br>Stock<br>Option | \$ 30.15  | 05/10/2012 | M    |   |     |     | (3)                 | 05/19/2017         | Common<br>Stock | 15,000                              |
| Employee<br>Stock<br>Option | \$ 29.45  | 05/10/2012 | M    |   |     |     | (2)                 | 05/17/2017         | Common<br>Stock | 10,000                              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| GOODRICH JOHN B<br>C/O TIMBLE NAVIGATION LTD<br>935 STEWART DRIVE<br>SUNNYVALE, CA 94085 | X             |           |         |       |

## Signatures

James Kirkland as Attorney  
in Fact 05/14/2012

\*\*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 is the weighted average sale price of shares sales occurring at prices ranging from \$50.72 to 51.58. Upon request from 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) This option is exercisable at a rate of 1/36th per month.
- (3) This option will vest monthly over 12 months.

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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