

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	56,944	D
Common Stock	05/10/2012		S		15,000 D \$ 51.0584	41,944	D
Common Stock	05/10/2012		M		15,000 A \$ 22.535	56,944	D
Common Stock	05/10/2012		S		15,000 D \$ 51.0584	41,944	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	\$ 51.0584 <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	\$ 51.0584 <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	\$ 51.0584 <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	\$ 51.0584 <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	\$ 51.0584 <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	\$ 51.0584 <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 Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 19.615	05/10/2012	M			15,000	<u>(2)</u>	05/19/2015	Common Stock	15,000
Employee Stock Option	\$ 22.535	05/10/2012	M			15,000	<u>(2)</u>	05/18/2016	Common Stock	15,000
Employee Stock Option	\$ 11.495	05/10/2012	M			15,000	<u>(2)</u>	07/22/2014	Common Stock	15,000
Employee Stock Option	\$ 43.06	05/10/2012	M			15,000	<u>(3)</u>	05/03/2018	Common Stock	15,000
Employee Stock Option	\$ 35.79	05/10/2012	M			10,000	<u>(2)</u>	05/22/2018	Common Stock	10,000
Employee Stock Option	\$ 20.01	05/10/2012	M			14,583	<u>(2)</u>	05/19/2019	Common Stock	14,583
Employee Stock Option	\$ 30.15	05/10/2012	M			15,000	<u>(3)</u>	05/19/2017	Common Stock	15,000
Employee Stock Option	\$ 29.45	05/10/2012	M			10,000	<u>(2)</u>	05/17/2017	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODRICH JOHN B C/O TIMBLE NAVIGATION LTD 935 STEWART DRIVE 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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