

HARRINGTON MARK A
Form 4
November 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 *
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, 935 STEWART DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2012

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President

(Street)
SUNNYVALE, CA 94085

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

(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	11/12/2012		M			2,000	A	\$ 16.995	5,897	D	
Common Stock	11/12/2012		S			2,000	D	\$ 52.7 (1)	3,897	D	
Common Stock	11/12/2012		M			22,000	A	\$ 19.96	25,897	D	
Common Stock	11/12/2012		S			22,000	D	\$ 52.7062 (2)	3,897	D	
	11/12/2012		M			4,021	A	\$ 20.01	7,918	D	

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Common Stock							
Common Stock	11/12/2012	S	4,021	D	\$ 52.7109 (3)	3,897	D
Common Stock	11/12/2012	M	2,425	A	\$ 20.01	6,322	D
Common Stock	11/12/2012	S	2,425	D	\$ 52.6958 (4)	3,897	D
Common Stock	11/12/2012	M	4,000	A	\$ 21.68	7,897	D
Common Stock	11/12/2012	S	4,000	D	\$ 52.6958 (7)	3,897	D
Common Stock	11/12/2012	S	3,897	D	\$ 52.7035 (8)	0	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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 16.995	11/12/2012		M	2,000	(5)	12/20/2015	Common Stock	2,000
Employee Stock Option	\$ 19.96	11/12/2012		M	22,000	(6)	10/20/2015	Common Stock	22,000
	\$ 20.01	11/12/2012		M	4,021	(6)	05/19/2016		4,021

Employee Stock Option								Common Stock	
Employee Stock Option	\$ 20.01	11/12/2012		M	2,425	<u>(6)</u>	05/16/2016	Common Stock	2,425
Employee Stock Option	\$ 21.68	10/12/2012		M	4,000	<u>(6)</u>	10/23/2016	Common Stock	4,000

Reporting Owners

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

Signatures

James Kirkland as Attorney
in Fact 11/14/2012

 **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 \$52.51 to 52.84. 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.
The price reported is the weighted average sale price of shares sales occurring at prices ranging from \$52.49 to \$52.88. Upon request
- (2) 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.
The price reported is the weighted average sale price of shares sales occurring at prices ranging from \$52.53 to \$52.88. Upon request
- (3) from the SEC or a stockholder of the issuer, the reporting person will provide information on then number of shares sold of each separate price.
The price reported is the weighted average sale price of shares sales occurring at prices ranging from \$52.53 to 52.87. Upon request from the SEC or a stockholder of the issuer, the reporting person will provide information on then number of shares sold of each separate price.
- (5) This option vests 20% after one year and 1.67% a month thereafter.
- (6) This option vests 40% after two years and 1.67% a month thereafter.
The price reported is the weighted average sale price of shares sales occurring at prices ranging from \$52.53 to \$52.86. Upon request
- (7) 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.
The price reported is the weighted average sale price of shares sales occurring at prices ranging from \$52.55 to \$52.87. Upon request
- (8) 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.

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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