#### HARRINGTON MARK A

Form 4

August 26, 2009

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number:

**OMB APPROVAL** 

January 31, 2005

0.5

Estimated average

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Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(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) 3. Date of Earliest Transaction

(Month/Day/Year) 08/24/2009

Director 10% Owner X\_ Officer (give title Other (specify

below) Vice President

C/O TRIMBLE NAVIGATION LIMITED, 935 STEWART DRIVE

(Street)

(State)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

SUNNYVALE, CA 94085

(City)

(5)	(~)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if			ities A	cquired (A)	5. Amount of Securities		7. Nature of Indirect			
(Instr. 3)		any	Code	ode (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial			
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership			
							Following	or Indirect	(Instr. 4)			
					(4)		Reported	(I)				
					(A)		Transaction(s)	(Instr. 4)				
			Code V	Amount		Price	(Instr. 3 and 4)					
Common Stock	08/24/2009		M	9,197	A	\$ 12.6667	13,695	D				
Common Stock	08/24/2009		S <u>(1)</u>	9,197	D	\$ 25.351 (2)	4,498	D				

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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#### 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. Transacti Code (Instr. 8)	5. Number on 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	\$ 12.6667	08/24/2009		M	9,197	(3)	01/05/2014	Common Stock	9,197

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

HARRINGTON MARK A C/O TRIMBLE NAVIGATION LIMITED 935 STEWART DRIVE SUNNYVALE, CA 94085

Vice President

### **Signatures**

James Kirkland as Attorney 08/26/2009 in Fact

\*\*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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on August 12, 2009.
- The price reported is the weighted average sale price of shares sales occurring at a prices ranging from \$25.35 to \$25.38. 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.
- (3) This option is exercisable 20% at the end of the first 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. 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.

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