

HARRINGTON MARK A
Form 4
December 03, 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)

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2012

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

C/O TRIMBLE 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 Indirect Beneficial Ownership (Instr. 4)
				Code	V	Amount			
Common Stock	11/30/2012		M			6,000		D	
Common Stock	11/30/2012		S			\$ 55.5706 (1)	0	D	
Common Stock	11/30/2012		M			\$ 28	12,000	D	
Common Stock	11/30/2012		S			\$ 55.5634 (2)	0	D	

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Common Stock	11/30/2012	M	10,000	A	\$ 30.8	10,000	D
Common Stock	11/30/2012	S	10,000	D	\$ <u>55.5702</u> (3)	0	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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	
Employee Stock Option	\$ 28	11/30/2012		M	6,000	<u>(4)</u> 04/21/2015	04/21/2015	Common Stock	6,000
Employee Stock Option	\$ 28	11/30/2012		M	12,000	<u>(4)</u> 04/21/2015	04/21/2015	Common Stock	12,000
Employee Stock Option	\$ 30.8	11/30/2012		M	10,000	<u>(4)</u> 04/27/2017	04/27/2017	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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
in fact

12/03/2012

__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 \$55.40 to \$55.83. Upon the 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) The price reported is the weighted average sale price of shares sales occurring at prices ranging from \$55.34 to \$55.83. 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.

(3) The price reported is the weighted average sale price of shares sales occurring at prices ranging from \$55.341 to \$55.83. 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.

(4) This option vests 40% after two years 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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