

TRIMBLE NAVIGATION LTD /CA/
Form 4
March 03, 2016

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 *
Veneziano James

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)
03/01/2016

___ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/01/2016 | | M | A | \$ 55,995.73 ⁽¹⁾ <u>(2)</u> | D | |
| Common Stock | 03/01/2016 | | S | D | \$ 24.515 ⁽³⁾ | D | |
| Common Stock | | | | | 5,866.268 ⁽⁴⁾ <u>(5)</u> | I | By 401(k) Plan |

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

SEC 1474 (9-02)

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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. 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option | \$ 10.005 | 03/01/2016 | | M | 2,130 | ⁽⁶⁾ 05/19/2016 | Common Stock | 2,130 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Veneziano James C/O TRIMBLE NAVIGATION LIMITED 935 STEWART DRIVE SUNNYVALE, CA 94085 | | | Vice President | |

Signatures

James A. Kirkland,
Attorney-in-Fact

03/03/2016

**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) Includes 694.059 shares acquired on February 29, 2016 under the Amended and Restated Employee Stock Purchase Plan.

(2) This number of shares has been reduced by 5,213.57 shares that were incorrectly reported as owned directly on the reporting person's Form 3, which was filed February 20, 2013. These shares were acquired under the Trimble Navigation LTD 401(k) Plan.

(3) This transaction was executed in multiple trades at prices ranging from \$24.51 to \$24.52; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

(4) This number of shares reflects 5,213.57 shares that were incorrectly reported as owned directly on the reporting person's Form 3, which was filed February 20, 2013. These shares were acquired under the Trimble Navigation LTD 401(k) Plan.

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This number of shares also reflects shares that were omitted from any Forms 4 filed by the reporting person after his original Form 3 was
(5) filed. Between January 10, 2014 and February 19, 2016, the reporting person acquired 652.698 shares of Trimble Navigation common stock under the Trimble Navigation LTD 401(k) Plan.

(6) 40% of these options became exercisable on 5/19/2011 and an additional 1.67% of these options become exercisable monthly 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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