

FOSBURGH BRYN
Form 4
February 22, 2011

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 *
FOSBURGH BRYN

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)
02/17/2011

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

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 Ownership (Instr. 4)
				Code	V Amount Price			
Common Stock	02/17/2011		M	833	A \$ 16.995	2,679	D	
Common Stock	02/17/2011		S ⁽¹⁾	833	D \$ 50.0035	1,846	D	
Common Stock	02/17/2011		M	3,333	A \$ 16.995	5,179	D	
Common Stock	02/17/2011		S ⁽¹⁾	3,333	D \$ 50.035	1,846	D	
	02/17/2011		M	7,000	A	8,846	D	

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Common Stock					\$				23.4413
Common Stock	02/17/2011		S ⁽¹⁾	7,000	D	\$	50.0035	1,846	D
						(2)			
Common Stock	02/17/2011		M	16,250	A	\$	40.59	18,096	D
Common Stock	02/17/2011		S ⁽¹⁾	16,250	D	\$	50.0035	1,846	D
						(2)			
Common Stock	02/17/2011		M	500	A	\$	28	2,346	D
Common Stock	02/17/2011		S ⁽¹⁾	500	D	\$	50.0035	1,846	D
						(2)			
Common Stock	02/17/2011		M	2,000	A	\$	28	3,846	D
Common Stock	02/17/2011		S ⁽¹⁾	2,000	D	\$	50.0035	1,846	D
						(2)			
Common Stock	02/17/2011		M	31,500	A	\$	19.96	33,346	D
Common Stock	02/17/2011		S ⁽¹⁾	31,500	D	\$	50.0035	1,846	D
						(2)			

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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

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Employee Stock Option	\$ 16.995	02/17/2011	M	8,333	(3)	12/20/2015	Common Stock	8,333
Employee Stock Option	\$ 16.995	02/17/2011	M	3,333	(3)	12/20/2015	Common Stock	3,333
Employee Stock Option	\$ 23.4413	02/17/2011	M	7,000	(4)	10/20/2013	Common Stock	7,000
Employee Stock Option	\$ 40.59	02/17/2011	M	16,250	(4)	10/20/2014	Common Stock	16,250
Employee Stock Option	\$ 28	02/17/2011	M	500	(4)	04/21/2015	Common Stock	500
Employee Stock Option	\$ 28	02/17/2011	M	2,000	(4)	04/21/2015	Common Stock	2,000
Employee Stock Option	\$ 19.96	02/17/2011	M	31,500	(4)	10/20/2015	Common Stock	31,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOSBURGH BRYN C/O TIMBLE NAVIGATION LTD 935 STEWART DRIVE SUNNYVALE, CA 94085			Vice President	

Signatures

John E. Huey as Attorney
in Fact
02/22/2011

__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 affected pursuant to a Rule 10b5-1 plan adopted by the reporting person on February 14, 2011.
The price reported is the weighted average sale price of shares sales occurring at prices ranging from \$50.00 to \$50.09. Upon request
 - (2) from the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold in each separate price.
 - (3) This option is exercisabel 20% at the end of the first year and 1.67% a month thereafter.

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(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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