

Beyer Richard A
Form 4
December 23, 2010

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Beyer Richard 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
LTD., 935 STEWART DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/22/2010

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

SUNNYVALE, CA 94085

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
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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount (A) or (D)	Price			
Common Stock	12/22/2010		M		67	A	\$ 16.995	568	D
Common Stock	12/22/2010		S ⁽¹⁾		67	D	\$ 40.22 ⁽²⁾	501	D
Common Stock	12/22/2010		M		533	A	\$ 16.995	1,034	D
Common Stock	12/22/2010		S ⁽¹⁾		533	D	\$ 40.22 ⁽²⁾	501	D
Common Stock	12/22/2010		M		716	A	\$ 23.4413	1,217	D

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Common Stock	12/22/2010	S ⁽¹⁾	716	D	\$ 40.22 (2)	501	D	
Common Stock	12/22/2010	M	916	A	\$ 19.96	1,417	D	
Common Stock	12/22/2010	S ⁽¹⁾	916	D	\$ 40.22 (2)	501	D	
Common Stock						8	I	By 401K

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)	8. F
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 16.995	12/22/2010		M	67	(3) 12/20/2015	Common Stock	67
Employee Stock Option	\$ 16.995	12/22/2010		M	533	(3) 12/20/2015	Common Stock	533
Employee Stock Option	\$ 24.4413	12/22/2010		M	716	(4) 10/20/2013	Common Stock	716
Employee Stock Option	\$ 19.96	12/22/2010		M	916	(4) 10/20/2015	Common Stock	916

Reporting Owners

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

Signatures

James Kirkland as Attorney in Fact	12/23/2010
<u> </u> 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 August 23, 2010.
- (2) The price reported is the weighted average sale price of share sales occurring at prices ranging from \$40.21 to \$40.60. Upon request from the SEC or stock holder of the issuer, the reporting person will provide information on the number of shares sold in each separate price.
- (3) This option is exercisable 20% at the end of the first year and 1.67% a month thereafter.
- (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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