

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-08-03** | Period of Report: **2006-08-01**
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ISSUER

TRIMBLE NAVIGATION LTD /CA/

CIK: **864749** | IRS No.: **942802192** | State of Incorporation: **CA** | Fiscal Year End: **1231**
SIC: **3829** Measuring & controlling devices, nec

Mailing Address
935 STEWART DRIVE
SUNNYVALE CA 94085

Business Address
935 STEWART DRIVE
SUNNYVALE CA 94085
4084818000

REPORTING OWNER

DENNISTON JOSEPH F JR

CIK: **1242004**
Type: **4** | Act: **34** | File No.: **001-14845** | Film No.: **061003504**

Mailing Address
C/O TRIMBLE NAVIGATION LTD
645 N MARY AVE
SUNNYVALE CA 94086

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

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

1. Name and Address of Reporting Person DENNISTON JOSEPH F JR			2. Issuer Name and Ticker or Trading Symbol TRIMBLE NAVIGATION LTD /CA/ [TRMB]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/01/2006			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
C/O TIMBLE NAVIGATION LTD, 935 STEWART DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) 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	(A) or (D)	Price			
Common Stock	08/01/2006		<u>S</u> (1)		3,000	D	\$47.1259	4,055	D	
Common Stock	08/03/2006		<u>M</u>		5,000	A	\$10.34	9,055	D	
Common Stock	08/03/2006		<u>S</u> (1)		5,000	D	\$48.5	4,055	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Amount or Number of Shares
Employee Stock Option	\$10.34	08/03/2006		<u>M</u>		5,000	(2)	04/23/2011	Common Stock	5,000	\$ 0	33,830	D	

Explanation of Responses:

1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on May 24, 2006.
2. This option is exercisable 20% at the end of the first year and 1.67% a month thereafter.

Signatures

Irwin Kwatek as Attorney in Fact

** Signature of Reporting Person

08/03/2006

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.