

Shepard Julie A  
Form 4  
May 21, 2009

**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 \*  
Shepard Julie 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  
LIMITED, 935 STEWART DRIVE

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/19/2009

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                         | (A)<br>or<br>(D)<br>Code V Amount (D) Price                                | 1,175 <sup>(1)</sup>                                                                                               | 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  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

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| 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. Fair Value of Derivative Security (Instr. 3) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|-------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title                                           | Amount or Number of Shares |
| Employee Stock Option                      | \$ 20.01                                               | 05/19/2009                           |                                                    | A                              |                                                                                         | 6,000                                                    |     | <u>(2)</u>                                                    | 05/19/2016      | Common stock                                    | 6,000                      |
| Restricted Stock Unit                      | <u>(3)</u>                                             | 05/19/2009                           |                                                    | A                              |                                                                                         | 3,000                                                    |     | <u>(4)</u>                                                    | <u>(4)</u>      | Common stock                                    | 3,000                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                | Relationships |           |                |       |
|-----------------------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                                               | Director      | 10% Owner | Officer        | Other |
| Shepard Julie A<br>C/O TRIMBLE NAVIGATION LIMITED<br>935 STEWART DRIVE<br>SUNNYVALE, CA 94085 |               |           | Vice President |       |

## Signatures

|                                       |            |
|---------------------------------------|------------|
| James Kirkland as Attorney<br>in Fact | 05/21/2009 |
|---------------------------------------|------------|

**\*\*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 369 shares acquired under the Trimble Navigation purchase plan of February 27, 2009.
- (2) This option is exercisable 40% after two years and 1.67% a month thereafter, fully vested in five years from grant date.
- (3) Each restricted stock unit represents a contingent right to receive the value of one share of Trimble Navigation common stock, payable in cash, common stock or a combination of both at the option of Trimble Navigation.
- (4) The restricted stock units will vest 100% in thirty six (36) months after the award date. Vested shares will be delivered to the reporting person upon vest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.