

TRIMBLE NAVIGATION LTD /CA/
Form 4
August 09, 2006

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 *
WORKMAN DENNIS

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)
08/07/2006

____ Director
 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)			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 or Price			
Common Stock	08/07/2006		M			312 A \$ 7.9583	6,671	D	
Common Stock	08/07/2006		S			312 D \$ 48.1904	6,359	D	
Common Stock	08/07/2006		M			187 A \$ 7.9583	6,546	D	
Common Stock	08/07/2006		S			187 D \$ 48.1904	6,359	D	
Common Stock	08/07/2006		M			37,500 A \$ 11.6467	43,859	D	

Common Stock	08/07/2006	S	37,500	D	\$ 48.1904	6,359	D
Common Stock	08/07/2006	M	15,000	A	\$ 27.4167	21,359	D
Common Stock	08/07/2006	S	15,000	D	\$ 48.1904	6,359 ⁽¹⁾	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 7.9583	08/07/2006		M	312	<u>(2)</u>	08/03/2009	Common Stock	312
Employee Stock Option	\$ 7.9583	08/07/2006		M	187	<u>(2)</u>	08/03/2009	Common Stock	187
Employee Stock Option	\$ 11.6467	08/07/2006		M	37,500	<u>(2)</u>	07/18/2011	Common Stock	37,500
Employee Stock Option	\$ 27.4167	08/07/2006		M	15,000	<u>(2)</u>	08/25/2010	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WORKMAN DENNIS C/O TIMBLE NAVIGATION LTD			Vice President	

935 STEWART DRIVE
SUNNYVALE, CA 94085

Signatures

/s/ Dennis

08/09/2006

Workman

 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 187 shares acquired under the Trimble Navigation stock purchase plan of December 30, 2005 and 186 shares acquired under the Trimble Navigation stock purchase plan of June 30, 2006.
 - (2) This option is exercisable 20% at the end of the first year 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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