

COOPER ROBERT S
Form 4
January 31, 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 *
COOPER ROBERT S

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)
01/27/2006

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

C/O TRIMBLE 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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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)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. I |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|---------------------|--|----------------------|-----------------|---|------------------|------------------|---------------------|---------------------|--------------|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Contract | <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | 01/27/2006 | J | | 73,500 | | <u>(1)(2)(3)(4)</u> | <u>(1)(2)(3)(4)</u> | Common Stock | 73,500 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| COOPER ROBERT S C/O TRIMBLE NAVIGATION LTD 935 STEWART DRIVE SUNNYVALE, CA 94085 | X | | | |

Signatures

Irwin Kwatek as Attorney
in Fact 01/31/2006

__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).

On January 27, 2006, the Robert S. Cooper Revocable Trust u/d January 8, 2004 (the "Trust") entered into a Variable Prepaid Forward Agreement (the "Contract") with an unaffiliated third party (the "Counterparty") relating to 73,500 shares of Trimble Navigation Limited common stock ("Common Stock"). Pursuant to the terms of the Contract the Trust has received \$2,470,921.57.

(2) Under the terms of the Contract, on September 1, 2007, or on an earlier date if the Contract is terminated early (the "Maturity Date"), the Trust has agreed to deliver shares of Common Stock to the Counterparty (or, at the election of the Trust, the cash equivalent of such shares) as follows: (i) if the closing price for the Common Stock on the Maturity Date (the "Final Price") is less than or equal to \$40.093 per share, 73,500 shares;

(3) (ii) if the Final Price is less than or equal to \$52.1209 per share, but greater than \$40.093, then a number of shares of Common Stock equal to 73,500 times \$40.093 divided by the Final Price; and (iii) if the Final Price is greater than \$52,1209, then a number of share of Common Stock equal to 73,500 multiplied by a fraction, the numerator of which is the sum of \$40.093 and the difference between the Final Price and \$52.1209, and the denominator of which is the Final Price.

(4) In connection with the Contract, the Trust has pledged 73,500 shares of Common Stock to secure its obligation under the Contract.

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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