

KWATEK IRWIN L
Form 4
March 24, 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 *
KWATEK IRWIN L

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)
03/22/2006

___ Director ___ 10% Owner
 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) (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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	03/22/2006		M			2,000	\$ 10.2267	2,000	D	Beneficial Ownership
Common Stock	03/22/2006		S ⁽¹⁾			2,000	\$ 44.5	0	D	Indirect Beneficial Ownership
Common Stock	03/22/2006		M			2,400	\$ 11.6467	2,400	D	Beneficial Ownership
Common Stock	03/22/2006		S ⁽¹⁾			2,400	\$ 44.5	0	D	Indirect Beneficial Ownership
Common Stock	03/22/2006		M			5,002	\$ 14	5,002	D	Beneficial Ownership

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Common Stock	03/22/2006	S ⁽¹⁾	5,002	D	\$ 44.5	0	D
Common Stock	03/22/2006	M	1,799	A	\$ 14	1,799	D
Common Stock	03/22/2006	S ⁽¹⁾	1,799	D	\$ 44.5	0	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 displays a currently valid OMB control number.

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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. Amount or Number of Shares
Employee Stock Option	\$ 10.2267	03/22/2006		M	2,000	<u>(2)</u> 06/21/2012	Common Stock	2,000
Employee Stock Option	\$ 11.6467	03/22/2006		M	2,400	<u>(2)</u> 07/18/2011	Common Stock	2,400
Employee Stock Option	\$ 14	03/22/2006		M	5,002	<u>(2)</u> 12/20/2010	Common Stock	5,002
Employee Stock Option	\$ 14	03/22/2006		M	1,799	<u>(2)</u> 12/20/2010	Common Stock	1,799

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KWATEK IRWIN L
C/O TIMBLE NAVIGATION LTD
935 STEWART DRIVE
SUNNYVALE, CA 94085

Vice President

Signatures

/s/ Irwin Kwatek 03/24/2006

__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).
- (1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on February 6, 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. 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.