

TRIMBLE NAVIGATION LTD /CA/  
Form 8-K  
December 19, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**  
**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 19, 2008 (December 19, 2008)

**TRIMBLE NAVIGATION LIMITED**

(Exact name of registrant as specified in its charter)

**California**  
(State or other jurisdiction  
of incorporation)

**001-14845**  
(Commission  
File Number)

**94-2802191**  
(IRS Employer  
Identification No.)

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935 Stewart Drive

Sunnyvale, CA  
(Address of principal executive offices)

Registrant's telephone number, including area code: (408) 481-8000

94085  
(Zip Code)

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 5.02(e) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.**

Amended and Restated Change in Control Severance Agreement. On December 19, 2008, Trimble Navigation Limited (the Company ) entered into amended and restated change in control severance agreements with each of Steven W. Berglund, President & CEO, Rajat Bahri, Chief Financial Officer & Principal Financial Officer, Bryn Fosburgh, Sector Vice President, Mark Harrington, Sector Vice President, and Dennis Workman, Sector Vice President.

The agreements were amended and restated to comply with Section 409A of the Internal Revenue Code of 1986, as amended (the Code ) and the final regulations issued thereunder. The terms of the agreements are otherwise materially consistent with the prior change in control agreements entered into with Msrs. Berglund, Bahri, Fosburgh and Workman, which prior form of change in control agreement is filed as an exhibit to the Company s Form 10-K for the fiscal year ended December 31, 2004 (the Prior Change in Control Agreement ).

In addition to the amendments to Mr. Harrington s agreement described above, Mr. Harrington s agreement was also amended to provide reimbursement for the cost of up to twelve months of lease payments, which amount of reimbursement shall not exceed \$26,400, in connection with Mr. Harrington s residence in Colorado, in the event of a qualifying termination. Except as described herein, the terms of Mr. Harrington s agreement are materially consistent with the Prior Change in Control Agreement.

Amendment to Letter of Employment.

On December 19, 2008, Trimble Navigation Limited (the Company ) entered into an amendment to the letter of employment dated March 17, 1999 between the Company and Steven W. Berglund (the Prior Letter of Employment ). The Prior Letter of Employment was amended to comply with Section 409A of the Internal Revenue Code of 1986, as amended (the Code ) and the final regulations issued thereunder. Except as described herein, the terms of Mr. Berglund s letter of employment are consistent with the Prior Letter of Employment, which is filed as an exhibit to the Company s Form 10-K for the fiscal year ended January 1, 1999.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

TRIMBLE NAVIGATION LIMITED

By: /s/ James A. Kirkland  
Name: James A. Kirkland  
Title: Vice President  
Date: December 19, 2008