

TRIMBLE NAVIGATION LTD /CA/
Form 8-K
May 06, 2011

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): May 6, 2011 (May 3, 2011)

Trimble Navigation Limited

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction

of incorporation)

001-14845
(Commission

File Number)

94-2802192
(IRS Employer

I.D. No.)

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935 Stewart Drive, Sunnyvale, California, 94085

(Address of principal executive offices) (Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensation Arrangements of Certain Officers.

On May 3, 2011, the Company's Board of Directors approved an increase in the base salaries of the Company's chief executive officer, Mr. Steven W. Berglund, and certain of the Company's named executive officers. The base salary increases are described in the table below, and will be effective on May 3, 2011.

| Name/Position | Previous Base Salary | New Base Salary |
|-------------------------|----------------------|-----------------|
| Steven W. Berglund | | |
| Chief Executive Officer | \$ 648,900 | \$ 710,000 |
| Rajat Bahri | | |
| Chief Financial Officer | \$ 312,312 | \$ 342,312 |
| Christopher W. Gibson | | |
| Vice President | \$ 246,750 | \$ 276,750 |
| Mark A. Harrington | | |
| Vice President | \$ 312,312 | \$ 342,312 |

Item 5.07 Submission of Matters to a Vote of Security Holders.

The annual meeting of shareholders of Trimble Navigation Limited (the Company) was held on May 3, 2011. At the annual meeting, the shareholders voted on the proposals listed below. The voting results for each proposal are as follows:

Proposal 1:

The following directors were elected to serve for the ensuing year and until their successors are elected:

| | For | Withheld | Broker Non-Vote |
|-------------------------|-------------|-----------|-----------------|
| Steven W. Berglund | 104,739,986 | 552,250 | 9,635,512 |
| John B. Goodrich | 103,321,495 | 2,970,741 | 9,635,512 |
| William Hart | 102,276,701 | 3,015,535 | 9,635,512 |
| Merit E. Janow | 105,051,042 | 241,194 | 9,635,512 |
| Ulf J. Johansson | 104,700,352 | 591,884 | 9,635,512 |
| Bradford W. Parkinson | 104,644,322 | 647,914 | 9,635,512 |
| Mark S. Peek | 105,055,411 | 236,825 | 9,635,512 |
| Nickolas W. Vande Steeg | 102,765,631 | 2,526,605 | 9,635,512 |

Proposal 2:

The appointment of Ernst & Young, LLP as the independent auditor of the Company for the fiscal year ending December 30, 2011 was ratified.

| For | Against | Abstain |
|-------------|-----------|---------|
| 113,690,592 | 1,201,454 | 35,702 |

Proposal 3:

To hold an advisory vote on compensation for the Company's named executive officers.

| For | Against | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 96,962,288 | 7,364,965 | 964,983 | 9,635,512 |

Proposal 4:

To hold an advisory vote on the frequency of holding an advisory vote on the compensation of the Company's named executive officers.

| 3 Years | 2 Years | 1 Year | Abstain |
|------------|---------|------------|---------|
| 33,376,722 | 730,043 | 70,277,368 | 908,103 |

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 hereunto duly authorized.

TRIMBLE NAVIGATION LIMITED
a California corporation

Dated: May 6, 2011

By: /s/ James A. Kirkland
James A. Kirkland
Vice President & General Counsel