

TRIMBLE INC.
Form 4
February 17, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FOSBURGH BRYN

(Last) (First) (Middle)

**C/O TRIMBLE INC., 935
STEWART DRIVE**

(Street)

SUNNYVALE, CA 94085

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TRIMBLE INC. [TRMB]

3. Date of Earliest Transaction
(Month/Day/Year)

02/15/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 02/15/2017 | | M | | 28,125 | A | \$ 28.08 | 28,126.0846 | D |
| Common Stock | 02/15/2017 | | M | | 32,500 | A | \$ 28.2 | 60,626.0846 | D |
| Common Stock | 02/15/2017 | | M | | 1,999 | A | \$ 23.53 | 62,625.0846 | D |
| Common Stock | 02/15/2017 | | M | | 33,946 | A | \$ 26.975 | 96,571.0846 | D |
| Common Stock | 02/15/2017 | | M | | 25,312 | A | \$ 27.48 | 121,883.0846 | D |

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| | | | | | | | |
|--------------|------------|---|---------|---|-----------------|------------|---|
| Common Stock | 02/15/2017 | S | 121,882 | D | \$ 31.02 (1) | 1.0846 | D |
| Common Stock | 02/16/2017 | M | 3,954 | A | \$ 26.975 | 3,955.0846 | D |
| Common Stock | 02/16/2017 | S | 3,954 | D | \$ 31.02 (2) | 1.0846 | D |

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 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 | \$ 28.08 | 02/15/2017 | | M | 28,125 | (3) 05/07/2020 | Common Stock 28,125 |
| Employee Stock Option | \$ 28.2 | 02/15/2017 | | M | 32,500 | (4) 10/29/2020 | Common Stock 32,500 |
| Employee Stock Option | \$ 23.53 | 02/15/2017 | | M | 1,999 | (5) 10/29/2019 | Common Stock 1,999 |
| Employee Stock Option | \$ 26.975 | 02/15/2017 | | M | 33,964 | (6) 05/01/2019 | Common Stock 33,964 |
| Employee Stock Option | \$ 27.48 | 02/15/2017 | | M | 25,312 | (7) 11/06/2021 | Common Stock 25,312 |
| Employee Stock Option | \$ 26.975 | 02/16/2017 | | M | 3,954 | (6) 05/01/2019 | Common Stock 3,954 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FOSBURGH BRYN C/O TRIMBLE INC. 935 STEWART DRIVE SUNNYVALE, CA 94085 | | | Vice President | |

Signatures

James A Kirkland, as
Attorney-in-Fact

02/17/2017

__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 price reported is the weighted average sale price of shares occurring at prices ranging from \$31.00 - \$31.06. Upon request from the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold for each separate price.
- (2) The price reported is the weighted average sale price of shares occurring at prices ranging from \$31.00 - \$31.03. Upon request from the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold for each separate price.
- (3) 50% of these options became exercisable on 05/07/2015, and an additional 2.08% of these options become exercisable monthly thereafter.
- (4) 50% of these options became exercisable on 10/29/2015, and an additional 2.08% of these options become exercisable monthly thereafter.
- (5) 40% of these options became exercisable on 10/29/2014, and an additional 1.67% of these options become exercisable monthly thereafter.
- (6) 40% of these options became exercisable on 05/01/2014, and an additional 1.67% of these options become exercisable monthly thereafter.
- (7) 50% of these options became exercisable on 11/06/2016, and an additional 2.08% of these options become exercisable monthly 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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