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TRIMBLE NAVIGATION LTD /CA/
Form 10-Q/A
April 25, 2002

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

FORM 10-Q/A
(Amendment No. 1)

(Mark One)

Quarterly report pursuant to Section 13 or 15(d) of the Securities
Exchange Act of 1934 for the quarterly period ended september 28, 2001

OR

Transition report pursuant to Section 13 or 15(d) of the Securities
Exchange Act of 1934
FOR THE TRANSITION PERIOD FROM _____ TO _____

Commission file number: 0-18645

TRIMBLE NAVIGATION LIMITED
(Exact name of registrant as specified in its charter)

California 94-2802192
(State or other jurisdiction of (I.R.S. Employer Identification Number)
incorporation or organization)

645 North Mary Avenue, Sunnyvale, CA 94088
(Address of principal executive offices) (Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

There were 28,183,758 shares of the registrant's Common Stock (no par value) outstanding as of April 23, 2002.

On November 13, 2001, Trimble Navigation Limited, a California corporation, filed a Quarterly Report on Form 10-Q for the fiscal quarter ended September 28, 2001. This amendment on Form 10-Q/A is filed for the sole purpose of disclosing additional information required pursuant to Rule 701 of Regulation S-K

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promulgated under the Securities Act of 1933, as amended.

The following text is added to page 36:

"Item 2. Changes in Securities and Use of Proceeds.

On September 26, 2001, the Company issued 3,859 shares of its Common Stock (valued at \$96,000.00) to Global Accelerators LLC, in payment for consulting services rendered to the Company. These shares were exempt from registration under Section 4(2) of the Securities Act of 1933, as amended. Global Accelerators is an accredited investor and acquired the shares in a privately negotiated transaction. "

SIGNATURE

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, thereunto duly authorized.

TRIMBLE NAVIGATION LIMITED
(Registrant)

By: /s/ Mary Ellen Genovese
Mary Ellen Genovese
Chief Financial Officer
(Authorized Officer and Principal
Financial Officer)

Date: April 25, 2002