

TRIMBLE INC.
Form 4
November 15, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
Kliem Jurgen

(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)
11/11/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)
 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)
Common Stock	11/11/2016		S	V 12,088.558 D	\$ 7,130.9996 <u>(1)</u> 27.41	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)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

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

Signatures

James A Kirkland, as Attorney-in-Fact
 11/15/2016
 **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) Includes 358,585 shares acquired under the Amended and Restated Employee Stock Purchase Plan on August 31, 2016.

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. > 383,286 (3) (3) Common Stock 383,286 \$ 0 (3) 0 I By Austin Ventures X, L.P. (5) Series C Preferred Stock (4)11/12/2014 C 80,500 (4) (4) Common Stock 80,500 \$ 0 (4) 0 I By Austin Ventures IX, L.P. (2) Series C Preferred Stock (4)11/12/2014 C 120,750 (4) (4) Common Stock 120,750 \$ 0 (4) 0 I by Austin Ventures X, L.P. (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AV Partners IX LLC 300 W. SIXTH STREET, STE. 2300 AUSTIN, TX 78701			X	

ARAGONA JOSEPH C
300 W. SIXTH STREET, STE. 2300 X
AUSTIN, TX 78701

DEANGELIS KENNETH P
300 W. SIXTH STREET, STE. 2300 X
AUSTIN, TX 78701

PACITTI CHRISTOPHER A
300 W. SIXTH STREET, STE. 2300 X
AUSTIN, TX 78701

Siegel Philip S
300 W. SIXTH STREET, STE. 2300 X
AUSTIN, TX 78701

Signatures

/s/ Robert Housley,
Attorney-in-Fact 11/14/2014

**Signature of Reporting Person Date

/s/ Robert Housley,
Attorney-in-Fact 11/14/2014

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(1) The Series A Preferred Stock, which was convertible at any time and had no expiration date, converted into Upland Software, Inc. common stock on a one-for-one basis.

(2) Shares held directly by Austin Ventures IX, L.P. ("AV IX"). AV Partners IX, L.P. ("AVP IX LP"), the general partner of AV IX, and AV Partners IX, L.L.C. ("AVP IX LLC"), the general partner AVP IX LP, may each be deemed to have sole voting and dispositive powers over the shares held by AV IX. Joseph C. Aragona, Kenneth P. DeAngelis, Christopher A. Pacitti, Philip S. Siegel, and John D. Thornton are members of or are associated with AVP IX LLC and may be deemed to share voting and dispositive power over the shares held by AV IX. Such persons and entities disclaim beneficial ownership of shares held by AV IX, except to the extent of any pecuniary interest therein.

(3) The Series B Preferred Stock, which was convertible at any time and had no expiration date, converted into Upland Software, Inc. common stock on a one-for-one basis.

(4) The Series C Preferred Stock, which was convertible at any time and had no expiration date, converted into Upland Software, Inc. common stock on a one-for-one basis.

(5)

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Shares held directly by Austin Ventures X, L.P. ("AV X"). AV Partners X, L.P. ("AVP X LP"), the general partner of AV X, and AV Partners X, L.L.C. ("AVP X LLC"), the general partner AVP X LP, may each be deemed to have sole voting and dispositive powers over the shares held by AV X. Joseph C. Aragona, Kenneth P. DeAngelis, Christopher A. Pacitti, Philip S. Siegel, and John D. Thornton are members of or are associated with AVP X LLC and may be deemed to share voting and dispositive power over the shares held by AV X. Such persons and entities disclaim beneficial ownership of shares held by AV X, except to the extent of any pecuniary interest therein.

Remarks:

This report is one of three reports, each on a separate Form 4 but relating to the same transactions.

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