

JENKINS JAMES R
Form 4
December 01, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
JENKINS JAMES R

2. Issuer Name and Ticker or Trading Symbol
DEERE & CO [DE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

DEERE & COMPANY, ONE JOHN DEERE PLACE

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2010

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

Senior V.P. & General Counsel

(Street)

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

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

MOLINE, IL 61265

(City) (State) (Zip)

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
\$1 Par Common Stock ⁽¹⁾	11/30/2010		M		3,000	A	\$ 30.82
					117,710		D
\$1 Par Common Stock ⁽¹⁾	11/30/2010		S		3,000	D	\$ 74.475
					114,710		D
\$1 Par Common Stock ⁽¹⁾	11/30/2010		M		5,000	A	\$ 34.685
					119,710		D
\$1 Par Common	11/30/2010		S		5,000	D	\$ 74.475
					114,710		D

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Stock ⁽¹⁾					⁽²⁾		
\$1 Par Common Stock ⁽¹⁾	11/30/2010	M	4,000	A	\$ 34.44	118,710	D
\$1 Par Common Stock ⁽¹⁾	11/30/2010	S	4,000	D	\$ ⁽²⁾ 74.475	114,710	D
\$1 Par Common Stock ⁽¹⁾	11/30/2010	M	9,920	A	\$ 48.375	124,630	D
\$1 Par Common Stock ⁽¹⁾	11/30/2010	S	9,920	D	\$ ⁽²⁾ 74.475	114,710	D
\$1 Par Common Stock ⁽¹⁾	11/30/2010	M	7,124	A	\$ 39.665	121,834	D
\$1 Par Common Stock ⁽¹⁾	11/30/2010	S	7,124	D	\$ ⁽²⁾ 74.475	114,710 ⁽³⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	8. Amount or Number of Shares
Market Priced Options ^{(1) (4)}	\$ 30.82	11/30/2010		M	3,000	12/10/2006 12/10/2013	Common Stock	3,000
	\$ 34.685	11/30/2010		M	5,000	12/08/2007 12/08/2014		5,000

Market Priced Options (1) (4)								Common Stock	
Market Priced Options (1) (4)	\$ 34.44	11/30/2010	M	4,000	12/07/2008	12/07/2015		Common Stock	4,000
Market Priced Options (1) (4)	\$ 48.375	11/30/2010	M	9,920	12/06/2007	12/06/2016		Common Stock	9,920
Market Priced Options (1) (4)	\$ 39.665	11/30/2010	M	7,124	12/17/2009	12/17/2018		Common Stock	7,124

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JENKINS JAMES R DEERE & COMPANY ONE JOHN DEERE PLACE MOLINE, IL 61265			Senior V.P. & General Counsel	

Signatures

/s/ Paul Wilczynski, Assistant Secretary, Deere & Company, Under Power of Attorney 12/01/2010

__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) Exercise of Rule 16b-3 options and related sales of shares pursuant to a Rule 10(b)5-1 stock option exercise plan executed on September 2, 2010.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.35 to \$74.71, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (2) Includes 82,433 restricted stock units subject to restrictions or limitations under the John Deere Omnibus Equity and Incentive Plan. Units include the ability to have shares withheld to satisfy income tax obligations. The reporting person also indirectly beneficially owns 6,000 common shares of the Issuer that are directly owned by his spouse.
- (3) All options include the ability to withhold shares upon the exercise of the option to satisfy income tax obligations.
- (4) All options include the ability to withhold shares upon the exercise of the option to satisfy income tax obligations.

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.