

DEERE & CO
Form 4
December 21, 2005

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 JOHN J

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/05/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres WW Comm & Cons Equip Div

DEERE & COMPANY, ONE JOHN DEERE PLACE

(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 Ownership (Instr. 4)
			Code	V	Amount	Price	
\$1 Par Common Stock ⁽¹⁾	12/05/2005		M ⁽²⁾		8,164	A \$ 56.5	67,972 D
\$1 Par Common Stock ⁽¹⁾	12/05/2005		M ⁽²⁾		2,813	A \$ 41.47	70,785 D
\$1 Par Common Stock ⁽¹⁾	12/05/2005		F ⁽²⁾		9,210	D \$ 69.085	61,575 ⁽³⁾ D

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

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(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)	8. Amount or Number of Shares
Market Priced Options <u>(4)</u>	\$ 56.5	12/05/2005		M	8,164	12/10/1998 12/10/2007	Common Stock	8,164
Market Priced Option <u>(4)</u>	\$ 41.47	12/05/2005		M	2,813	12/08/2000 12/08/2009	Common Stock	2,813

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JENKINS JOHN J DEERE & COMPANY ONE JOHN DEERE PLACE MOLINE, IL 61265			Pres WW Comm & Cons Equip Div	

Signatures

/s/James H. Becht, Secretary, Deere & Company, Under Power of Attorney
 **Signature of Reporting Person
 Date
 12/21/2005

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) References to Deere & Company common stock includes preferred stock rights.

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- (2) Stock swap option exercise exempt pursuant to Rule 16b-3 and related withholding of shares to pay the exercise price and required withholding taxes.
- (3) Includes 48,831 restricted stock units granted under the John Deere Omnibus Equity and Incentive Plan. The Reporting Person also indirectly owns 4,821 shares through a trust established for the benefit of grandchildren and over which he has investment control.
- (4) All options include the ability to withhold shares upon the exercise of the options 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.

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