#### JENKINS JAMES R

Form 4

February 01, 2006

## FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

response...

*See* Instruction 1(b).

(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)	3. Date of Earliest Transaction	(Chook an approacts)		
			(Month/Day/Year)	Director 10% Owner		
	· ·	ONE JOHN	02/01/2006	X Officer (give title Other (specify below)		
DEERE PLA	CE			Senior V.P. & General Counsel		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
MOLINE, IL 61265				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Reneficially Owner

(City)	(State) (	Table Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
\$1 Par			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock (1) (2)	02/01/2006		M	3,000	A	\$ 42.3	70,846 (3)	D	
\$1 Par Common Stock (1) (2)	02/01/2006		S	3,000	D	\$ 74.37	67,846 <u>(3)</u>	D	
\$1 Par Common Stock (1) (2)	02/01/2006		M	2,500	A	\$ 45.8	70,346 <u>(3)</u>	D	
\$1 Par Common	02/01/2006		S	2,500	D	\$ 75.9 (3)	67,846 (3)	D	

Stock (1) (2)

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.

SEC 1474 (9-02)

> 8. I De Sec (In

# 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)	Transaction Derivative Code Securities		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	
Market Priced Options	\$ 42.3	02/01/2006		M	3,000	<u>(5)</u>	12/12/2011	Common Stock	3,000	
Market Priced Options	\$ 45.8	02/01/2006		M	2,500	<u>(6)</u>	12/11/2012	Common Stock	2,500	

# **Reporting Owners**

Reporting Owner Name / Address	Keiationsnips					
	Director	10% Owner	Officer	Other		

JENKINS JAMES R DEERE & COMPANY ONE JOHN DEERE PLACE MOLINE, IL 61265

Senior V.P. & General Counsel

Date

### **Signatures**

/s/ James H. Becht, Secretary, Deere & Company, Under Power of Attorney 02/01/2006

\*\*Signature of Reporting Person

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### **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 include associated preferred stock rights.
- (2) Exercise of Rule 16b-3 stock options and related sale of shares pursuant to a Rule 10(b)5-1 stock option exercise plan executed on June 2, 2005.
  - Includes 45,457 restricted stock units subject to restrictions or limitations under the John Deere Omnibus Equity and Incentive Plan.
- (3) Shares are not held by the reporting person during the period of limitation or restriction. Units include the ability to have shares withheld to satisfy income tax obligations.
- (4) All options include the ability to withhold shares upon the exercise of the options to satisfy income tax obligations.
- (5) The options vested in three approximately equal installments on December 12, 2002, 2003 and 2004.
- (6) The options vested in three approximately equal installments on December 11, 2003, 2004 and 2005.

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.