JENKINS JAMES R

Form 4

February 22, 2006

FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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

burden hours per response... 0.5

See Instruction 1(b).

Stock (1) (2)

Stock (1) (2)

02/22/2006

02/22/2006

\$1 Par Common

(Print or Type Responses)

` 51	1 /										
1. Name and Address of Reporting Person * JENKINS JAMES R			2. Issuer Name and Ticker or Trading Symbol DEERE & CO [DE]				ng	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			3. Date of Earliest Transaction					(Check all applicable)			
(Edst)	(1131) (11	riddic)			ansaction			Director	100%	Owner	
DEERE & COMPANY, ONE JOHN DEERE PLACE			(Month/Day/Year) 02/22/2006					Director 10% Owner X Officer (give title Other (specify below) below) Senior V.P. & General Counsel			
				Amendment, Date Original d(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(0':)	(0, .)							1 013011			
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transactio Code (Instr. 8)	(Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
\$1 Par Common Stock (1) (2)	02/22/2006			М	1,900	` /		69,746 <u>(3)</u>	D		
\$1 Par Common	02/22/2006			S	1,900	D	\$ 77.87	67,846 <u>(3)</u>	D		

M

S

600

600

Α

D

77.87

\$ 45.8 68,446 (3)

 $67,846 \frac{(3)}{}$

D

D

Edgar Filing: JENKINS JAMES R - Form 4

\$1 Par \$
Common 77.88
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)	5. Number proof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Market Priced Options	\$ 45.8	02/22/2006		M	2,500	(5)	12/11/2012	Common Stock	2,500

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 **Signatures**

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

02/22/2006

**Signature of Reporting Person

Date

Reporting Owners 2

Edgar Filing: JENKINS JAMES R - Form 4

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 stock include associated preferred stock rights.
- (2) Exercise of Rule 16b-3 options and related sale of shares pursuant to a Rule 10(b)5-1 stock option exercise plan executed in 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 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.