DEERE & CO Form 4 March 01, 2006

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

#### 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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* EVERITT DAVID C

2. Issuer Name and Ticker or Trading

Symbol

DEERE & CO [DE]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 02/28/2006

DEERE & COMPANY, ONE JOHN **DEERE PLACE** 

(Street)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner Other (specify \_X\_\_ Officer (give title

Pres. Ag. Div. NA, Aust. Asia

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

MOLINE, IL 61265

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit order Dispose (Instr. 3, 4)	ed of (		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)
\$1 Par Common Stock (1)	02/28/2006		M	30,188		\$ 42.07	77,666	D	
\$1 Par Common Stock (1)	02/28/2006		S	30,188	D	\$ 75.862	47,478	D	
\$1 Par Common Stock (1)	02/28/2006		M	15,000	A	\$ 42.3	62,478	D	
\$1 Par Common	02/28/2006		S	15,000	D	\$ 75.86	47,478 (2)	D	

Stock (1)

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)

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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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	\$ 42.07	02/28/2006		M	30,188	<u>(4)</u>	12/13/2010	Common Stock	30,188	
Market Priced Options	\$ 42.3	02/28/2006		M	15,000	<u>(5)</u>	12/12/2011	Common Stock	15,000	

## **Reporting Owners**

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

EVERITT DAVID C DEERE & COMPANY ONE JOHN DEERE PLACE MOLINE, IL 61265

Pres. Ag. Div. NA, Aust. Asia

#### **Signatures**

Michael A. Harring, Associate General Counsel, Deere & Conmpany, Under Power of Attorney

03/01/2006

\*\*Signature of Reporting Person

Date

Reporting Owners 2

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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) Includes 46,166 restricted stock units granted under the John Deere Omnibus Equity and Incentive Plan.
- (3) All options include the ability to withhold shares upon the exercise of the option to satisfy income tax obligations.
- (4) The options become exercisable in three installments on December 13, 2001, 2002 and 2003.
- (5) The options become exercisable in three installments on December 12, 2002, 2003 and 2004.

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.