

JENKINS JAMES R
Form 4
January 22, 2013

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)
01/22/2013

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

Senior Vice President

(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⁾	01/22/2013		M		3,257	A	\$ 80.61 72,483	D
\$1 Par Common Stock ⁽¹⁾	01/22/2013		S		3,257	D	\$ 91.91 69,226	D
\$1 Par Common Stock ⁽¹⁾	01/22/2013		M		7,000	A	\$ 52.25 76,226	D
\$1 Par Common	01/22/2013		S		7,000	D	\$ 91.91 69,226	D

Stock ⁽¹⁾

\$1 Par
Common 01/22/2013 M 7,000 A \$ 39.665 76,226 D
Stock ⁽¹⁾

\$1 Par
Common 01/22/2013 S 7,000 D \$ 91.91 69,226 ⁽²⁾ D
Stock ⁽¹⁾

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

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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⁾ ⁽³⁾	\$ 80.61	01/22/2013		M	3,257	⁽⁴⁾ 12/08/2020	Common Stock	3,257
Market Priced Options ⁽¹⁾ ⁽³⁾	\$ 52.25	01/22/2013		M	7,000	⁽⁵⁾ 12/09/2019	Common Stock	7,000
Market Priced Options ⁽¹⁾ ⁽³⁾	\$ 39.665	01/22/2013		M	7,000	⁽⁶⁾ 12/17/2018	Common Stock	7,000

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 Vice President

Signatures

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

01/22/2013

__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 March 1, 2012.

Includes 62,227 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 42,000 common shares of the Issuer that are directly owned by a family trust.
- (2) All options include the ability to withhold shares upon the exercise of the option to satisfy income tax obligations.
- (3) The options become exercisable in three approximately equal installments on December 8, 2011, December 8, 2012 and December 8, 2013.
- (4) The options became exercisable in three approximately equal installments on December 9, 2010, December 9, 2011 and December 9, 2012.
- (5) The options became exercisable in three approximately equal installments on December 17, 2009, December 17, 2010 and December 17, 2011.
- (6)

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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