DEERE & CO Form 4 April 03, 2014

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

HANGEGIN DENERGIAL OWNERSHIP OF

Expires: January 31, 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ALLEN SAMUEL R			2. Issuer Name and Ticker or Trading Symbol DEERE & CO [DE]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
DEERE & CO, ONE JOHN DEERE			04/02/2014	X Officer (give title Other (specify below)		
PLACE				Chairman & CEO		
(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 Reportin Person		

(City)	(State)	(Zip) Tal	ble I - Non-	-Derivativ	e Secu	rities Acqui	red, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			(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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
\$1 Par Common Stock (1)	04/02/2014		Code V M	Amount 71	(D)		233,018.5172	D	
\$1 Par Common Stock (1)	04/02/2014		S	71	D	\$ 92	232,947.5172	D	
\$1 Par Common Stock (1)	04/03/2014		M	32,300	A	\$ 48.375	265,247.5172	D	
\$1 Par Common	04/03/2014		S	32,300	D	\$ 92.0201	232,947.5172 (3)	D	

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Stock $\underline{(1)}$ $\underline{(2)}$

\$1 Par

Stock

Common 47,203 I By LLC

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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	\$ 48.375	04/02/2014		M	71	<u>(5)</u>	12/06/2016	Common Stock	71
Market Priced Options	\$ 48.375	04/03/2014		M	32,300	<u>(5)</u>	12/06/2016	Common Stock	32,300

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ALLEN SAMUEL R
DEERE & CO
ONE JOHN DEERE PLACE
MOLINE, IL 61265

Chairman & CEO

Signatures

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

**Signature of Reporting Person Date

04/03/2014

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) Exercise of Rule 16b-3 employee stock options and related sale of shares pursuant to a Rule 10(b)5-1 stock option exercise plan adopted on August 22, 2013.
- The sale price reported on April 3, 2014 in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$92.00 to \$92.11, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3) Includes 178,460 restricted stock units granted under the John Deere Omnibus Equity and Incentive Plan to be settled solely in shares. 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 option to satisfy income tax obligations.
- (5) The options became exercisable in two approximately equal installments on December 6, 2008 and 2009.

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.