DEERE & CO Form 4 April 12, 2006

## 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. Form 4 or Form 5 IGES IN BENEFICIAL OWNERSHIP OF Expires: January 31, 2005

Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 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

See Instruction 30(h) of the Investment Compar

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JONES NATHAN J			2. Issuer Name <b>and</b> 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	(enser an approach)		
			(Month/Day/Year)	Director 10% Owner		
DEERE & COMPANY, ONE JOHN DEERE PLACE		ONE JOHN	04/12/2006	X Officer (give title Other (specify below) below) President, WW C & CE Division		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MOLINE, IL	61265		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative (	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly 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. Securities Ador(A) or Disposed (Instr. 3, 4 and (A) or Amount (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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
\$1 Par Common Stock (1) (2)	04/12/2006		M	22,780	A	\$ 61.64	76,166 <u>(3)</u>	D	
\$1 Par Common Stock (1) (2)	04/12/2006		S	22,780	D	\$ 84	53,386 (3)	D	

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

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SEC 1474

(9-02)

### Edgar Filing: DEERE & CO - Form 4

## 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)	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	\$ 61.64	04/12/2006		M	22,780	(5)	12/12/2011	Common Stock	22,780

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JONES NATHAN J DEERE & COMPANY ONE JOHN DEERE PLACE MOLINE, IL 61265

President, WW C & CE Division

### **Signatures**

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

04/12/2006

\*\*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) 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 option exercise plan executed in December, 2005.
- (3) Includes 51,275 restricted stock units granted under the John Deere Omnibus Equity and Incentive Plan.
- (4) All options include the ability to withhold shares upon the exercise of the opinion to satisfy income tax obligations.
- (5) The options vested in three approximately equal installments on December 10, 2004, 2005 and 2006.

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.

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