

DEERE & CO
Form 4
July 02, 2012

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
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
von Pentz Markwart

(Last) (First) (Middle)

ONE JOHN DEERE PLACE

(Street)

MOLINE, IL 61265

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

DEERE & CO [DE]

3. Date of Earliest Transaction
(Month/Day/Year)

06/29/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Pres.Ag&Turf Div. Eur.,Afr.,ME

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
\$1 Par Common Stock ⁽¹⁾ <u>(2)</u>	06/29/2012		M	39,897 A	\$ 52.25 66,344	D	
\$1 Par Common Stock ⁽¹⁾ <u>(2)</u>	06/29/2012		S	39,897 D	\$ 80.0018 26,447 ⁽⁴⁾ <u>(3)</u>	D	

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**

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(9-02)

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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. Date of Exercise (Month/Day/Year)	9. Amount or Number of Shares
Market Priced Options (1) (2)	\$ 52.25	06/29/2012		M	39,897	(5) 12/09/2019	Common Stock		39,897

Reporting Owners

Reporting Owner Name / Address

Relationships

von Pentz Markwart
ONE JOHN DEERE PLACE
MOLINE, IL 61265

Director 10% Owner Officer Other

Pres.Ag&Turf Div. Eur.,Afr.,ME

Signatures

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

07/02/2012

**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 sale of shares pursuant to a Rule 10(b)5-1 stock option exercise plan executed on March 2, 2012.
- (2) All options include the ability to withhold shares upon the exercise of the option to satisfy income tax obligations.
The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.00 to \$80.036, 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 15,861 restricted stock units subject to restrictions or limitations under the John Deere Omnibus Equity and Incentive Plan.
- (4) Shares are not held by reporting person during the period of limitation or restriction. Units are settled solely in shares and include the ability to have shares withheld to satisfy income tax obligations.

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(5) The options became exercisable in two approximately equal installments on December 9, 2010 and December 9, 2011.

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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