

JENKINS JAMES R
Form 4
April 21, 2008

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

DEERE & COMPANY, 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)
04/18/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior V.P. & General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| \$1 Par Common Stock <u>(1)</u> <u>(2)</u> | 04/18/2008 | | M | | 2,460 | A | \$ 30.82 |
| | | | | | | | 122,457 |
| | | | | | | | D |
| \$1 Par Common Stock <u>(1)</u> <u>(2)</u> | 04/18/2008 | | S | | 2,460 | D | \$ 92 |
| | | | | | | | 119,997 |
| | | | | | | | D |
| \$1 Par Common Stock <u>(1)</u> <u>(2)</u> | 04/18/2008 | | M | | 8,544 | A | \$ 34.685 |
| | | | | | | | 128,541 |
| | | | | | | | D |
| \$1 Par Common | 04/18/2008 | | S | | 8,544 | D | \$ 93.87 |
| | | | | | | | 119,997 <u>(3)</u> |
| | | | | | | | D |

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Stock (1) (2)

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)

Table with 8 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Amount or Number of Shares. Rows include Market Priced Options (1) (2) with prices \$30.82 and \$34.685, and expiration dates 12/10/2013 and 12/08/2014.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address and Relationships. Relationship categories: Director, 10% Owner, Officer, Other. Reporting Owner: JENKINS JAMES R, DEERE & COMPANY, ONE JOHN DEERE PLACE, MOLINE, IL 61265. Relationship: Senior V.P. & General Counsel.

Signatures

/s/ Paul Wilczynski, Assistant Secretary, Deere & Company, Under Power of Attorney 04/21/2008

**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 December 10, 2007.
- (2) All options include the ability to withhold shares upon the exercise of the option to satisfy income tax obligations.
Includes 113,819 restricted stock units subject to restrictions or limitations under the John Deere Omnibus Equity and Incentive Plan.
- (3) Shares are not held by reporting person during the period of limitation or restriction. Units include the ability to have shares withheld to satisfy income tax obligations.
- (4) The options became exercisable in three approximately equal installments on December 10, 2004, 2005 and 2006.
- (5) The options became exercisable in three approximately equal installments on December 8, 2005, 2006 and 2007.

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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