

DEERE & CO
Form 4
November 23, 2016

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 *
May John C II

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/22/2016

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

President, Ag Solutions & CIO

DEERE & COMPANY, ONE JOHN DEERE PLACE

(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 (D) Price | | |
| \$1 Par Common Stock ⁽¹⁾ | 11/22/2016 | | M | | 7,606 A \$ 88.82 | 28,926 | D |
| \$1 Par Common Stock ⁽¹⁾ | 11/22/2016 | | S | | 7,606 D \$ 93.0286 ⁽²⁾ | 21,320 | D |
| \$1 Par Common Stock ⁽¹⁾ | 11/22/2016 | | M | | 3,175 A \$ 74.24 | 26,917 | D |
| \$1 Par Common | 11/22/2016 | | S | | 3,175 D \$ 93.0286 ⁽²⁾ | 21,320 | D |

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| | | | | | | | | |
|---|------------|--|---|-------|---|----------------------------------|-----------------------|---|
| Stock ⁽¹⁾ | | | | | | | | |
| \$1 Par Common Stock ⁽¹⁾ | 11/23/2016 | | M | 2,422 | A | \$ 74.24 | 23,742 | D |
| \$1 Par Common Stock ⁽¹⁾ | 11/23/2016 | | S | 2,422 | D | \$ 99.1724 ⁽³⁾ | 21,320 | D |
| \$1 Par Common Stock ⁽¹⁾ | 11/23/2016 | | M | 5,411 | A | \$ 80.61 | 26,731 | D |
| \$1 Par Common Stock ⁽¹⁾ | 11/23/2016 | | S | 5,411 | D | \$ 102.0777 ⁽⁴⁾ | 21,320 ⁽⁵⁾ | 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 required to respond unless the form displays a currently valid OMB control number.

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(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. 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⁾ ⁽⁶⁾ | \$ 88.82 | 11/22/2016 | | M | 7,606 | ⁽⁷⁾ 12/05/2017 | Common Stock | 7,606 |
| Market Priced Options ⁽¹⁾ ⁽⁶⁾ | \$ 74.24 | 11/22/2016 | | M | 3,175 | ⁽⁸⁾ 12/14/2021 | Common Stock | 3,175 |
| Market Priced Options ⁽¹⁾ ⁽⁶⁾ | \$ 74.24 | 11/23/2016 | | M | 2,422 | ⁽⁸⁾ 12/14/2021 | Common Stock | 2,422 |

| | | | | | | | | |
|--|----------|------------|---|-------|-----|------------|-----------------|-------|
| Market Priced Options (1) (6) | \$ 80.61 | 11/23/2016 | M | 5,411 | (9) | 12/08/2020 | Common Stock | 5,411 |
|--|----------|------------|---|-------|-----|------------|-----------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| May John C II DEERE & COMPANY ONE JOHN DEERE PLACE MOLINE, IL 61265 | | | President, Ag Solutions & CIO | |

Signatures

| | |
|--|------------|
| /s/ Paul Wilczynski, Assistant Secretary, Deere & Company, Under Power of Attorney | 11/23/2016 |
| **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 adopted March 3, 2016.
The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$93.00 to \$93.12, 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 footnotes 2, 3, and 4.
- (2) The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$99.00 to \$99.345, inclusive.
- (3) The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$102.00 to \$102.33, inclusive.
- (4) Includes 15,480 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.
- (5) All options include the ability to withhold shares upon the exercise of the option to satisfy income tax obligations.
- (6) The options became exercisable in three approximately equal installments on December 5, 2008, 2009, and 2010.
- (7) The options became exercisable in three approximately equal installments on December 14, 2012, 2013, and 2014.
- (8) The options became exercisable in three approximately equal installments on December 8, 2011, 2012, and 2013.

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.