

DEERE & CO

Form 4

December 07, 2007

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mack Michael J

(Last) (First) (Middle)

5859 EAGLE RIDGE ROAD

(Street)

BETTENDORF, IA 52722

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DEERE & CO [DE]

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2007

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 below) ____ Other (specify
below)

Senior Vice President & CFO

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 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 <u>(1)</u> <u>(2)</u>	12/05/2007		A	8,129 A	\$ 0 34,503	D	
\$1 Par Common Stock <u>(1)</u> <u>(3)</u>	12/07/2007		M	13,676 A	\$ 34.44 48,179	D	
\$1 Par Common Stock <u>(1)</u> <u>(3)</u>	12/07/2007		S	13,676 D	\$ 89.46 34,503 <u>(4)</u>	D	

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Market Priced Options (5)	\$ 88.82	12/05/2007		A	24,388	12/05/2008 ⁽⁶⁾ 12/05/2017	Common Stock 2
Market Priced Options (3) (5)	\$ 34.44	12/07/2007		M	13,676	⁽⁷⁾ 12/07/2015	Common Stock 1

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mack Michael J 5859 EAGLE RIDGE ROAD BETTENDORF, IA 52722	Senior Vice President & CFO

Signatures

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

12/07/2007

____ 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 common stock include associated preferred stock rights.
- (2) Grant of restricted stock units under the John Deere Omnibus Equity and Incentive Plan.
- (3) Exercise of Rule 16b-3 options and related sale of shares pursuant to a Rule 10(b) 5-1 option exercise plan executed on 24 May 2007.
- (4) Includes 34,503 restricted stock units granted under the John Deere Omnibus Equity and Incentive Plan to be settled solely in shares.

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- (5) All options include the ability to withhold shares upon the exercise of the option to satisfy income tax obligations.
- (6) The options become exercisable in three approximately equal installments on December 5, 2007, December 5, 2008, and December 5, 2009.
- (7) The options become exercisable in three approximately equal installments on December 7, 2006, 2007 and 2008.

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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