

DEERE & CO
Form 4
May 20, 2008

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 *
LANE ROBERT W

(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)
05/16/2008

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)
Chairman & CEO

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 ⁽¹⁾ | 05/16/2008 | | M | | 103,446 | A | \$ 21.15 |
| \$1 Par Common Stock ⁽¹⁾ | 05/16/2008 | | M | | 424,538 | A | \$ 22.9 |
| \$1 Par Common Stock ⁽¹⁾ | 05/16/2008 | | M | | 179,488 | A | \$ 30.82 |
| \$1 Par Common | 05/16/2008 | | F | | 406,026 | D | \$ 82.665 |
| | | | | | 921,009 | D | |
| | | | | | 1,345,547 | D | |
| | | | | | 1,525,035 | D | |
| | | | | | 1,119,009 | D | |

Stock ⁽¹⁾

\$1 Par

Common 05/19/2008 S 241,156 D \$ 82.6822 877,853 ⁽³⁾ D

Stock ⁽²⁾

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 Securities (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Market Priced Options ⁽⁴⁾ | \$ 21.15 | 05/16/2008 | | M | 103,446 | ⁽⁵⁾ 12/12/2011 | Common Stock 103,44 |
| Employee Market Priced Options ⁽⁴⁾ | \$ 22.9 | 05/16/2008 | | M | 424,538 | ⁽⁶⁾ 12/11/2012 | Common Stock 424,53 |
| Employee Market Priced Options ⁽⁴⁾ | \$ 30.82 | 05/16/2008 | | M | 179,488 | ⁽⁷⁾ 12/10/2013 | Common Stock 179,48 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| LANE ROBERT W DEERE & COMPANY ONE JOHN DEERE PLACE MOLINE, IL 61265 | | | Chairman & CEO | |

Signatures

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

05/20/2008

__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 employee stock options pursuant to a Rule 10b5-1 trading plan adopted on September 4, 2007, and related delivery and withholding of shares to pay the option exercise prices and withholding taxes.
- (2) Sales effected pursuant to a Rule 10b5-1 trading plan adopted on September 4, 2007.
- (3) Includes 606,571 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 option to satisfy income tax obligations.
- (5) The options became exercisable in three approximately equal installments on December 12, 2002, December 12, 2003, and December 12, 2004.
- (6) The options became exercisable in three approximately equal installments on December 11, 2003, December 11, 2004, and December 11, 2005.
- (7) The options became exercisable in three approximately equal installments on December 10, 2004, December 10, 2005, and December 10, 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.