

DEERE & CO
Form 4
February 23, 2017

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 *
Jones Mary K.W.

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)

DEERE & COMPANY, ONE JOHN DEERE PLACE

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2017

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
\$1 Par Common Stock ⁽¹⁾	02/22/2017		M		6,941	A	\$ 88.82
\$1 Par Common Stock ⁽¹⁾	02/22/2017		M		10,453	A	\$ 39.665
\$1 Par Common Stock ⁽¹⁾	02/22/2017		F		9,539	D	\$ 109.3007 ⁽²⁾
\$1 Par Common	02/22/2017		F		2,549	D	\$ 35,701.7781 ⁽⁴⁾

Stock (1)

(3)

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)	8. Amount or Number of Shares
Market Priced Options <u>(1)</u> <u>(5)</u>	\$ 88.82	02/22/2017		M	6,941	<u>(6)</u> 12/05/2017	Common Stock	6,941
Market Priced Options <u>(1)</u> <u>(5)</u>	\$ 39.665	02/22/2017		M	10,453	<u>(7)</u> 12/17/2018	Common Stock	10,453

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jones Mary K.W. DEERE & COMPANY ONE JOHN DEERE PLACE MOLINE, IL 61265			Sr. V.P. & General Counsel	

Signatures

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

02/23/2017

 **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 withholding of shares to pay the exercise price and tax withholding obligations pursuant to a Rule 10(b)5-1 stock option exercise plan adopted on December 12, 2016.
- (2) The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$108.75 to \$109.74, 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 range set forth in this footnote.
- (3) The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$109.76 to \$109.86, 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 range set forth in this footnote.
- (4) Includes 22,829 restricted stock units granted under the John Deere Omnibus Equity and Incentive Plan to be settled solely in shares.
- (5) All options include the ability to withhold shares upon 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 two installments on December 17, 2010 and December 17, 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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