

DEERE & CO

Form 4

November 28, 2016

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Guinn Max A

(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)

11/23/2016

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)

President, WW C&F, Lbr Rltns

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 (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) |
|---|---|---|--------------------------------------|---|--|--|---|
| \$1 Par Common Stock ⁽¹⁾ | 11/23/2016 | | M | 10,312 A | \$ 88.82 55,427 | D | |
| \$1 Par Common Stock ⁽¹⁾ | 11/23/2016 | | S | 10,312 D | \$ 99 45,115 | D | |
| \$1 Par Common Stock ⁽¹⁾ | 11/25/2016 | | M | 26,090 A | \$ 52.25 71,205 | D | |
| \$1 Par Common | 11/25/2016 | | S | 26,090 D | \$ 104.5 45,115 ⁽²⁾ | D | |

Stock ⁽¹⁾

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.

SEC 1474
(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>(3)</u> | \$ 88.82 | 11/23/2016 | | M | 10,312 | <u>(4)</u> 12/05/2017 | Common Stock | 10,312 |
| Market Priced Options <u>(1)</u> <u>(3)</u> | \$ 52.25 | 11/25/2016 | | M | 26,090 | <u>(5)</u> 12/09/2019 | Common Stock | 26,090 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Guinn Max A DEERE & COMPANY ONE JOHN DEERE PLACE MOLINE, IL 61265 | President, WW C&F, Lbr Rltns |

Signatures

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

11/28/2016

 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 sale of shares pursuant to Rule 10(b)5-1 stock option exercise plan adopted on May 27, 2016.
- (2) Includes 29,865 restricted stock units granted under the John Deere Omnibus Equity and Incentive Plan to be settled solely in shares.
- (3) All options include the ability to withhold shares upon the exercise of the option to satisfy income tax obligations.
- (4) The options became exercisable in three approximately equal installments on December 5, 2008, 2009 and 2010.
- (5) The options became exercisable in three approximately equal installments on December 9, 2010, 2011 and 2012.

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.