

DEERE & CO  
Form PRE 14A  
December 04, 2009

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  Soliciting Material Under Rule 14a-12
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials

DEERE & COMPANY

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(Name of Registrant as Specified In Its Charter)  
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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

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schedule and the date of its filing.

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1) Amount previously paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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## DEERE & COMPANY

One John Deere Place  
Moline, Illinois 61265

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### NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

**February 24, 2010**

Deere's annual stockholders' meeting will be held on Wednesday, February 24, 2010, at 10:00 a.m. Central Standard Time at Deere's headquarters at One John Deere Place, Moline in Rock Island County, Illinois. You can find directions to our headquarters on the back cover of the Proxy Statement. At the annual meeting, stockholders will be asked to:

1. Elect the following directors (*see page 4*);  
Samuel R. Allen  
Aulana L. Peters  
David B. Speer
2. Amend Deere's Restated Certificate of Incorporation to declassify the Board and provide for annual election of all directors (*see page 6*);
3. Amend the John Deere Omnibus Equity and Incentive Plan (*see page 7*);
4. Re-approve the John Deere Short-Term Incentive Bonus Plan (*see page 15*);
5. Ratify the appointment of Deloitte & Touche LLP as Deere's independent registered public accounting firm for fiscal 2010 (*see page 19*);
6. Vote on stockholder proposals (*see pages 20 to 28*); and
7. Consider any other business properly brought before the meeting.

You may vote at the meeting if you were a Deere stockholder at the close of business on December 31, 2009.

**To be sure that your shares are properly represented at the meeting, whether you attend or not, please sign, date and promptly mail the enclosed proxy card or voter instruction form in the enclosed envelope, or vote through the telephone or Internet voting procedures described on the proxy card or voter instruction form.** If your shares are held in the name of a bank, broker or other holder of record, telephone or Internet voting will be available to you only if offered by them. Their procedures should be described on the voting form they send to you.

**YOUR VOTE IS IMPORTANT**

**WE URGE YOU TO VOTE USING TELEPHONE OR INTERNET VOTING, IF AVAILABLE TO YOU, OR BY SIGNING, DATING AND RETURNING THE ENCLOSED PROXY IN THE ENCLOSED ENVELOPE. NO POSTAGE IS NECESSARY IF IT IS MAILED IN THE UNITED STATES.**

Along with the attached Proxy Statement, we are also sending you our 2009 annual report, which includes our financial statements. Most of you can elect to view future proxy statements and annual reports over the Internet instead of receiving paper copies in the mail. Please refer to page 3 of the Proxy Statement and your proxy card for further information.

For the Board of Directors,

*Moline, Illinois  
January 13, 2010*

GREGORY R. NOE  
*Secretary*

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**PROXY STATEMENT*****Why am I receiving this proxy statement?***

Our Board of Directors (the Board) is soliciting proxies for the 2010 annual meeting of stockholders. You are

receiving a proxy statement because you owned shares of Deere common stock on December 31, 2009, and that entitles you to vote at the meeting. By use of a proxy, you can vote whether or not you attend the meeting. This Proxy Statement describes the matters on which we would like you to vote and provides information on those matters so that you can make an informed decision.

The Notice of Annual Meeting, Proxy Statement, proxy cards and voter instruction cards are being mailed to stockholders on or about January 13, 2010.

### **What will I be voting on?**

- Election of directors (*see page 4*);
- Deere's proposal for amendments to its Restated Certificate of Incorporation to declassify the Board and provide for annual election of all directors (*see page 6*);
- Deere's proposal for amendments to the John Deere Omnibus Equity and Incentive Plan (*see page 7*);
- Deere's proposal for re-approval of the John Deere Short-Term Incentive Bonus Plan (*see page 15*);
- Ratification of the independent registered public accounting firm (*see page 19*);
- Stockholder proposal limiting the CEO's compensation to no more than three times the average of the other Named Executive Officers; (*see page 20*);
- Stockholder proposal for an annual advisory vote on executive compensation (*see page 23*); and
- Stockholder proposal for separation of CEO and Chairman responsibilities (*see page 25*).

### **How do I vote?**

You can vote either *in person* at the annual meeting or *by proxy* without attending the annual meeting. We urge you to vote by proxy even if you plan to attend the annual meeting so that we will know as soon as possible that enough votes will be present for us to hold the meeting. If you attend the meeting in person, you may vote at the meeting and your proxy will not be counted.

Follow the instructions on your voting instruction form or the enclosed proxy card. Telephone and Internet voting is available to all registered and most beneficial holders.

Stockholders voting by proxy may use one of the following three options:

- filling out the enclosed *voter instruction form or proxy card*, signing it and mailing it in the enclosed postage-paid envelope;
- voting by *Internet* (if available, instructions are on the voter instruction form or proxy card); or
- voting by *telephone* (if available, instructions are on the voter instruction form or proxy card).

If you hold your shares in "street name," please refer to the information forwarded by your bank, broker or other holder of record to see which options are available to you.

The telephone and Internet voting facilities for stockholders will close at 11:59 p.m. Eastern Standard Time on February 23, 2010. If you vote over the Internet, you may incur costs, such as telephone and Internet access charges, for which you will be responsible. The telephone and Internet voting procedures are designed to authenticate stockholders and to allow you to confirm that your instructions have been properly recorded.

If you hold shares through one of our employee savings plans, your vote must be received by the plan administrator by February 19, 2010, or the shares represented by the card will not be voted.

### **Can I change my vote?**

Yes. At any time before your proxy is voted, you may change your vote by:

- revoking it by written notice to our Secretary at the address on the cover of this Proxy Statement;
- delivering a later-dated proxy (including a telephone or Internet vote); or
- voting in person at the meeting.

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If you hold your shares in [street name], please refer to the information forwarded by your bank, broker or other holder of record for procedures on revoking or changing your proxy.

**How many votes do I have?**

You will have one vote for every share of Deere common stock that you owned on December 31, 2009.

**How many shares are entitled to vote?**

There are \_\_\_\_\_ shares of Deere common stock outstanding and entitled to vote at the meeting. Each share is entitled to one vote. There is no cumulative voting.

**How many votes must be present to hold the meeting?**

Under our Bylaws, a majority of the votes that can be cast must be present, in person or by proxy, to hold the annual meeting.

**How many votes are needed for the proposals to pass?**

- Nominees for director who receive the majority of votes cast will be elected as a director. The number of shares voted [for] a nominee must exceed the number of votes [against] that nominee. In the event the number of nominees exceeds the number of directors to be elected, the nominees who receive the most votes will be elected as directors.
- The affirmative vote of a majority of the shares outstanding must be cast in favor of amending our Certificate of Incorporation to declassify the Board and provide for the annual election of all directors.
- The affirmative vote of a majority of the shares present in person or by proxy must be cast in favor of amending the John Deere Omnibus Equity and Incentive Plan and the John Deere Short-Term Incentive Bonus Plan.
- The affirmative vote of a majority of the shares present in person or by proxy must be cast in favor of the ratification of the appointment of the independent registered public accounting firm.
- The affirmative vote of a majority of the shares present in person or by proxy must be cast in favor of each of the stockholder proposals.

**What if I vote [abstain]?**

A vote to [abstain] on the election of directors will have ~~no~~ effect on the outcome. A vote to [abstain] on the other proposals will have the effect of a vote *against*.

If you vote [abstain], your shares will be counted as present for purposes of determining whether enough votes are present to hold the annual meeting.

**What if I don't return my proxy card and don't attend the annual meeting?**

If you are a holder of record (that is, your shares are registered in your own name with our transfer agent) and you don't vote your shares, your shares will not be voted.

Under rules of the New York Stock Exchange ([NYSE]), if you hold your shares in [street name], and you do not give your bank, broker or other holder of record specific voting instructions for your shares, your record holder can vote your shares on the ratification of the independent registered public accounting firm and the company's proposal for amending our Restated Certificate of Incorporation to declassify the Board.

However, your record holder cannot vote your shares without your specific instructions on the election of directors, approval of the amendments to the John Deere Omnibus Equity and Incentive Plan, and the re-approval of the John Deere Short-Term Incentive Bonus Plan. In addition, your record holder cannot vote your shares without your specific instructions for the three stockholder proposals.

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For the aforementioned proposals for which a broker cannot vote without your instruction, if you do not provide voting instructions to your broker on such proposals, the votes will be considered [broker non-votes] and will not be counted in determining the outcome of the vote. [Broker non-votes] will be counted as present for purposes of determining whether enough votes are present to hold the annual meeting.

***What happens if a nominee for director declines or is unable to accept election?***

If you vote by proxy, and if unforeseen circumstances make it necessary for the Board to substitute another person for a nominee, we will vote your shares for that other person.

***Is my vote confidential?***

Yes. Your voting records will not be disclosed to us except:

- as required by law;
- to the inspectors of voting; or
- if the election is contested.

The tabulator, the proxy solicitation agent and the inspectors of voting must comply with confidentiality guidelines that prohibit disclosure of votes to Deere. The tabulator of the votes and at least one of the inspectors of voting will be independent of Deere and our officers and directors.

If you are a holder of record or an employee savings plan participant, and you write comments on your proxy card, your comments will be provided to us, but your vote will remain confidential.

**ANNUAL REPORT**

***Will I receive a copy of Deere's annual report?***

Unless you have previously elected to view our annual reports over the Internet, we have mailed you our Annual Report for the year ended October 31, 2009, with this Proxy Statement. The Annual Report includes our audited financial statements, along with other financial information, and we urge you to read it carefully.

***How can I receive a copy of Deere's 10-K?***

You can obtain, free of charge, a copy of our Annual Report on Form 10-K for the year ended October 31, 2009, by:

- accessing our Internet site at [www.JohnDeere.com/stock](http://www.JohnDeere.com/stock); or
- writing to:

Deere & Company  
Stockholder Relations  
One John Deere Place  
Moline, Illinois 61265-8098

You can also obtain a copy of our Form 10-K and other periodic filings with the Securities and Exchange Commission (SEC) from the SEC's EDGAR database at [www.sec.gov](http://www.sec.gov).

**ELECTRONIC DELIVERY OF PROXY STATEMENT AND ANNUAL REPORT**

***Can I access Deere's proxy materials and annual report electronically?***

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on February 24, 2010.**

**The Proxy Statement and Annual Report to security holders are available on our Internet site at [www.JohnDeere.com/stock](http://www.JohnDeere.com/stock).**

Most stockholders can elect to view future proxy statements and annual reports over the Internet instead of receiving paper copies in the mail.

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You can choose this option and save us the cost of producing and mailing these documents by:

- following the instructions provided on your proxy card or voter instruction form;
- following the instructions provided when you vote over the Internet; or
- going to <http://enroll.icsdelivery.com/de> and following the instructions provided.

If you choose to view future proxy statements and annual reports over the Internet, you will receive an e-mail message next year containing the Internet address to use to access our proxy statement and annual report. The e-mail also will include instructions for voting over the Internet. You will have the opportunity to opt out at any time by following the instructions at <http://enroll.icsdelivery.com/de>. Unless you subsequently elect to opt out, future notices will be available through Internet access. You do not have to re-elect Internet access each year.

## HOUSEHOLDING INFORMATION

### ***What is householding?***

We have adopted a procedure called householding, which has been approved by the SEC. Under this procedure, a single copy of the Annual Report and Proxy Statement will be sent to any household at which two or more stockholders reside if they appear to be members of the same family, unless one of the stockholders at that address notifies us that they wish to receive individual copies. This procedure reduces our printing costs and fees.

Stockholders who participate in householding will continue to receive separate proxy cards.

Householding will not affect dividend check mailings in any way.

If a single copy of the Annual Report and Proxy Statement was delivered to an address that you share with another stockholder, we will promptly deliver a separate copy if you make a written or oral request to Deere & Company Stockholder Relations, One John Deere Place, Moline, Illinois 61265-8098, (309) 765-4539.

### ***How do I revoke my consent to the householding program?***

If you are a holder of record and share an address and last name with one or more other holders of record, and you wish to continue to receive separate annual reports, proxy statements and other disclosure documents, you must revoke your consent by contacting Broadridge Financial Solutions, Inc. (Broadridge), either by calling toll free at (800) 542-1061 or by writing to Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York 11717. You will be removed from the householding program within 30 days of receipt of the revocation of your consent.

A number of brokerage firms have instituted householding. If you hold your shares in street name, please contact your bank, broker or other holder of record to request information about householding.

## ELECTION OF DIRECTORS

Samuel R. Allen, Aulana L. Peters, and David B. Speer are to be elected for terms expiring at the annual meeting in 2013.

The Corporate Governance Committee of the Board recommended these individuals to the Board and the Board nominated them.

Each nominee's age, present position, principal occupations during the past five or more years, positions with Deere and directorships in other companies appear below.

Mr. Samuel R. Allen was appointed to the Board during 2009 for a term expiring at the annual meeting in 2010.

Mr. Robert W. Lane's current term on the Board of Directors will expire following the annual meeting on February 24, 2010, at which time the size of the Board will be decreased accordingly.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE  FOR   
ALL THREE NOMINEES.**

**Name and Age at  
December 31, 2009**

**Present Position, Principal Occupations during the Past Five or More  
Years, Positions with Deere and Other Directorships**

**Samuel R. Allen**  
Age 56

**President and Chief Executive Officer of Deere**

- President and Chief Executive Officer of Deere since August 2009
- President and Chief Operating Officer of Deere □ June 2009 to August 2009
- President, Worldwide Construction & Forestry Division and John Deere Power Systems of Deere □ March 2005 to June 2009
- President, Global Financial Services, John Deere Power Systems and Corporate Human Resources of Deere □ November 2003 to March 2005
- Director of Deere since June 2009

**Aulana L. Peters**  
Age 68

**Retired Partner of Gibson, Dunn & Crutcher LLP since 2000**

- Retired Partner of Gibson, Dunn & Crutcher LLP (law firm) since 2000
- Member of the International Public Interest Oversight Board for auditing, ethics and accounting education standards since February 2005
- Member of the Public Oversight Board of the American Institute of Certified Public Accountants - January 2001 to March 2002
- Commissioner of the Securities and Exchange Commission - 1984 to 1988
- Director of Deere since 2002. Member of Audit Review and Corporate Governance Committees
- Other directorships: 3M Company and Northrop Grumman Corporation

**David B. Speer**  
Age 58

**Chairman and Chief Executive Officer of Illinois Tool Works Inc.**

- Chairman and Chief Executive Officer of Illinois Tool Works Inc. (engineered components, industrial systems and consumables) since May 2006
- Chief Executive Officer and President of Illinois Tool Works Inc. - August 2005 to May 2006
- President of Illinois Tool Works Inc. - August 2004 to August 2005
- Executive Vice President of Illinois Tool Works Inc. - October 1995 to August 2004
- Director of Deere since November, 2008. Member of Compensation and Pension Plan Oversight Committees
- Other directorships: Illinois Tool Works Inc. and Rockwell Automation, Inc.

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**COMPANY PROPOSALS**

**COMPANY PROPOSAL #1 □ APPROVAL OF AMENDMENTS TO RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD AND PROVIDE FOR ANNUAL ELECTION OF ALL DIRECTORS**

After careful consideration and upon the recommendation of the Board's Corporate Governance Committee, which is comprised entirely of independent directors, the Board has unanimously determined that it would be in the best interests of Deere and its stockholders to amend Deere's Restated Certificate of Incorporation to declassify the Board and provide for the annual election of all directors, as described below. The Board recommends that Deere's stockholders vote FOR approval of this amendment to the Restated Certificate of Incorporation.

Article Sixth of the current Restated Certificate of Incorporation provides that the Board shall be divided into three classes, each class consisting, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board, and members of each class are elected to serve for staggered three-year terms.

The Board has approved, and recommends for approval by Deere stockholders, the proposed amendment to the Restated Certificate of Incorporation that would provide, if approved by Deere stockholders, for the elimination of



the classified structure of the Board through the election of directors whose terms are expiring for one-year terms. As the amendment would not shorten the existing term of a director, the directors who have been elected to three-year terms prior to the effectiveness of the amendment (including directors elected at this annual meeting) will complete those terms. Beginning with the 2013 annual meeting, the entire Board will be elected annually. Directors elected by the Board to fill vacancies would serve only until the next election of directors by the stockholders or until a director's earlier resignation or removal. In accordance with Delaware law, the directors who are elected to the Board after this annual meeting may be removed by stockholders with or without cause.

In the 2009 Deere & Company Proxy Statement, the Board supported the shareholder proposal for annual election of directors. In determining whether to recommend declassification as described above, the Board and the Board's Corporate Governance Committee carefully reviewed once again the various arguments for and against a classified board structure. The Board and the Board's Corporate Governance Committee recognize that a classified structure may offer several advantages, such as promoting board continuity and stability and facilitating the Board's ability to focus on Deere's strategic planning and performance. The Board and the Board's Corporate Governance Committee, however, also recognize that some investors favor annual elections and consider adoption of a declassified board structure an emerging corporate governance "best practice" trend.

Upon further consideration of such matters, including the vote of the Deere stockholders at the last annual meeting on the proposal relating to this matter and the Board's belief that such action would support Deere's ongoing effort to adopt "best practices" in corporate governance, the Board, upon recommendation of the Board's Corporate Governance Committee, unanimously determined to approve the proposed amendment and to recommend its adoption by stockholders.

To implement the proposal, Deere stockholders are being asked to vote in favor of amending Article Sixth and Section 2.74 of Article Fourth of Deere's Restated Certificate of Incorporation. The amendments are attached as Appendix A.

If Deere's stockholders approve the proposed amendments, the amendments will become legally effective upon the filing of a certificate of amendment to Deere's Restated Certificate of Incorporation with the Delaware Secretary of State. Deere would make that filing shortly after this annual meeting.

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If Deere's stockholders do not approve the proposed amendments, the Board will remain classified. The Board has also approved conforming amendments to Deere's Bylaws, which will become effective upon the filing of the certificate of amendment.

In order to be approved, the affirmative vote of a majority of the shares outstanding must be cast in favor of this proposal. An abstention or a broker non-vote will have the same effect as a vote against this proposal.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR"  
THE AMENDMENTS TO THE RESTATED CERTIFICATE OF INCORPORATION  
TO DECLASSIFY THE BOARD.**

**COMPANY PROPOSAL #2—AMENDMENTS TO THE JOHN DEERE OMNIBUS  
EQUITY AND INCENTIVE PLAN**

**Summary of the Proposal**

The Board of Directors has amended the John Deere Omnibus Equity and Incentive Plan (referred to in this section of the proxy statement as the "Plan"). The amendments were recommended to the Board by its Compensation Committee (the "Committee") and are subject to the approval of our stockholders. We are asking our stockholders to approve the following amendments to the Plan:

- Increase by \_\_\_\_\_ the number of shares authorized for making awards under the plan;
- Extend the period during which we may make grants to eligible employees to December 31, 2015; and

- Revise the plan amendment provisions to align with the stockholder approval rules of the New York Stock Exchange.

If our stockholders fail to approve the foregoing amendments to the Plan, the amendments will not be given effect, and the Plan will continue as in effect prior to amendment. Stockholder approval of the Plan as amended will also constitute approval of the material terms of the performance goals contained in the Plan for purposes of enabling Deere to meet the requirements under Section 162(m) of the Internal Revenue Code (□Section 162(m)□) for tax deductibility of amounts paid under the Plan to certain of Deere's executive officers.

A copy of the Plan as amended is attached as Appendix B to this Proxy Statement. The description that follows is qualified in its entirety by reference to the full text of the Plan as set forth in Appendix B.

Our stockholders originally approved the Plan in 2000 and approved amendments to the Plan in 2003 and 2006. The Plan allows us to grant our salaried employees a range of compensation awards based on or related to Deere common stock, including stock options, stock appreciation rights, restricted stock or stock units, performance awards and substitute awards. Employees may lose certain of their awards unless they meet performance goals or restrictions are removed. We may use previously unissued common stock or common stock held in treasury for awards under the Plan.

The Plan initially reserved 19,000,000 shares of common stock plus approximately 9,800,000 unused shares authorized under prior plans. The amendments approved in 2003 and 2006 authorized an additional 34,500,000 shares for grants of options and stock appreciation rights.

As of December 31, 2009, approximately \_\_\_\_\_ shares remained available for new awards under the Plan. The closing market price for Deere common stock on December 31, 2009 was \$ \_\_\_\_\_.

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The amendments authorize an additional \_\_\_\_\_ shares for awards under the Plan (representing approximately \_\_\_\_% of all currently outstanding shares of Deere common stock.) Consistent with existing Plan provisions, the number of shares authorized for the Plan will be reduced by approximately 2.5 shares for each share awarded for full value awards, such as restricted stock, restricted stock units and performance awards. Generally, full value awards are any awards other than stock options and stock appreciation rights. The number of authorized shares is reduced by a greater amount in recognition of the greater initial value of these types of awards.

The Plan is currently scheduled to expire on December 31, 2011. The amendments extend the term of the Plan by four years, until December 31, 2015.

The Plan currently requires stockholder approval (to the extent required by law, agreement or stock exchange rules) of amendments that increase the amount of common stock authorized for the Plan, modify eligibility requirements, materially increase Plan benefits, or extend the term of the Plan. In alignment with rules of the New York Stock Exchange, the Plan as amended will require stockholder approval (to the extent required by law, agreement or stock exchange rules) of amendments that:

- materially increase the amount of common stock authorized for Plan awards;
- materially expand the class of employees eligible to participate;
- materially expand the types of awards available;
- materially extend the term of the Plan;
- materially change the method of determining the strike price of options; or
- delete or limit provisions prohibiting repricing of stock options.

The amendments will enable us to continue an equity-based long-term incentive program that has been in effect since 1960. The Board of Directors believes that the program and the Plan have helped Deere compete for, motivate and retain high caliber executive, administrative and professional employees. The Board believes that it is in the best interests of Deere and its stockholders to amend the Plan as proposed. Consistent with our compensation objectives, rewards under the Plan depend on those factors which directly benefit our stockholders: dividends paid and appreciation in the market value of our common stock.

The affirmative vote of a majority of the shares present in person or by proxy and entitled to vote at the meeting is required to approve the proposed amendments to the Plan.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE  FOR  THE AMENDMENTS TO THE OMNIBUS EQUITY AND INCENTIVE PLAN**

**Principal Features of the Plan**

We describe below the other principal terms of the Plan.

**Administration**

The Committee (or a subcommittee of the Committee) administers the Plan. The Committee is responsible for interpreting and administering the Plan and for selecting those salaried employees (including executive officers) who will receive awards. The Committee may delegate any of its authority under the Plan to other persons, including officers of Deere (the Company), except for its authority to amend, suspend or terminate the Plan and as prohibited by law or regulation.

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**Eligibility and Participation**

Salaried employees, including executive officers, of Deere and its subsidiaries are eligible to receive awards under the Plan. The Committee, in its discretion, selects those eligible employees who will receive awards. Deere is not obligated to make awards under the Plan at any time. During the fiscal year ended October 31, 2009, we granted options under the Plan covering 4,603,709 shares to 733 employees and restricted stock units equivalent to 330,079 shares to 23 executives. In December 2009, we granted options under the Plan covering XXX shares to XXX employees and granted restricted stock units equivalent to XXX shares to XXX executives.

We cannot at this time identify the class of persons to whom we will grant awards in the future, nor can we state the form or value of any future awards.

**Individual Limits**

During any fiscal year, no executive officer may receive awards of stock options and stock appreciation rights covering more than 0.5% of the total number of Deere shares outstanding at the beginning of the fiscal year in which the amendments to the Plan are approved by the Company's stockholders (2,116,212 shares if the amendments are approved by stockholders at the February 2010 meeting). In addition, no executive officer may receive more than the equivalent of 600,000 shares of our common stock in any fiscal year pursuant to performance awards, restricted stock awards and restricted stock equivalent awards.

**Options and Stock Appreciation Rights**

The per share exercise price of options granted under the Plan may not be less than the fair market value of a share of Deere common stock on the date of grant. The exercise price may not be modified once it is established except pursuant to anti-dilution adjustments (see "Amendment and Adjustment" below). For purposes of the Plan, the fair market value of a share on any date is the average of the highest and lowest sale prices on the New York Stock Exchange during regular trading hours on that date (or the last date on which this information was reported). With certain exceptions, optionees may pay the exercise price of options in cash, in Deere common stock, in a combination of cash and stock, through a "cashless exercise" program or through a "net share settlement" procedure established by the Committee.

The Committee may designate options awarded under the Plan as incentive stock options ("ISOs"), a type of option authorized under the Internal Revenue Code. Options not designated as ISOs are referred to as "nonqualified" options. In recent years, Deere has issued only nonqualified options.

The Plan also authorizes the Committee to grant stock appreciation rights. A stock appreciation right entitles the grantee to receive, upon exercise of the right, an amount equal to the excess of (a) the fair market value on the exercise date of a specified number of shares of Deere common stock, minus (b) the exercise price of the right. The exercise price may not be less than the fair market value of Deere common stock on the date the right is granted. We may pay the amount due to the holder of a stock appreciation right in Deere common stock, in cash or in a combination of cash and stock. Stock appreciation rights may be either unrelated to a stock option or may be alternative to (□in tandem with□) an option.

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The date when stock options and stock appreciation rights first become exercisable must be at least six months after the date of grant. Options and stock appreciation rights may have a term of up to ten years. Dividends may not be paid or accrued on unexercised options or stock appreciation rights.

Options and stock appreciation rights generally remain exercisable for a limited time following termination of employment due to death, disability, retirement or with the consent of the Committee. Upon any other kind of termination, options and stock appreciation rights immediately expire.

Except in connection with certain corporate transactions, the exercise and base prices of options and stock appreciation rights may not be lowered and out-of-the-money options and rights may not be repurchased or exchanged without stockholder approval.

#### **Performance Awards**

The Committee may grant performance awards either as performance shares (with each performance share representing one share of Deere common stock) or performance units (representing a dollar amount established by the Committee at the time of the award). Performance awards are earned over a performance period of at least one year. There may be more than one performance award in existence at any one time, and the performance periods may differ or overlap.

The Committee establishes minimum, target, and maximum performance goals when it grants performance awards. The Committee determines the portion of the performance award earned by the participant based on the degree to which the performance goals are achieved over the relevant performance period. A participant will not earn any portion of a performance award unless the minimum performance goals are met. When earned, we may pay performance awards in cash, in Deere common stock or in a combination of cash and stock, and in a lump sum or in installments. The Committee determines the form and manner of payment. Dividends may be accrued but not paid on performance shares while they are subject to performance targets.

The Committee, as it deems appropriate, may establish performance goals for each performance period from among any of the following factors, or any combination of the following:

- total stockholder return;
- growth in revenues, sales, settlements, market share, customer conversion, net income, stock price, and/or earnings per share of common stock;
- return on assets, net assets, and/or capital;
- return on stockholders' equity;
- economic value added;
- improvements in costs and/or expenses; or
- except with respect to executives subject to Section 162(m), any similar performance measure established by the Committee.

Performance goals may be measured on an absolute basis or relative to selected peer companies or market indices. The Plan also authorizes the Committee, subject to the restrictions of Section 162(m), to reduce grants or adjust performance goals if we acquire or dispose of certain assets or securities.

**Restricted Stock or Restricted Stock Equivalents**

Restricted stock or restricted stock equivalents have restriction periods and price goals that the Committee designates at the time of the award. Restriction periods must be at least three years for time-based restrictions and at least one year for performance-based restrictions. A maximum of 5% of the aggregate shares authorized for the Plan may be restricted stock or stock equivalents with no minimum vesting periods.

Each restricted stock equivalent represents the right to receive an amount determined by the Committee at the time of the award. The value of a restricted stock equivalent may be equal to the full monetary value of one share of our common stock. Any award of restricted stock or stock equivalents to an executive officer intended to qualify as performance-based compensation must include a stock price goal during the restriction period.

**Other Awards**

The Committee may grant other forms of equity-based awards consistent with the purposes of the Plan. The Committee may base other awards on the value of Deere common stock or other criteria. Other awards with a performance goal may not vest in less than one year. Other awards without a performance goal may not vest in less than three years. Other awards include the restricted stock units which we award to certain officers (as described below under the heading "Plan Benefits".)

The Plan also authorizes the Committee to grant awards in substitution for awards granted by an entity that Deere acquires or that combines with Deere. Substitute awards count against the Plan's authorized share limits. Substitute awards are not subject to the minimum holding period and minimum exercise price provisions of the Plan.

**Stockholder Rights**

During the performance or restriction period, participants have the right to receive dividends and to vote the shares of common stock that they have been awarded. Holders of stock options, however, do not have rights as a stockholder prior to exercise. Holders of restricted stock units also do not have rights as a stockholder prior to vesting and payment in shares. With limited exceptions, participants may not transfer, assign, pledge, or encumber awards under the Plan.

**Cash Equivalents and Deferral**

The Committee may permit participants to elect to receive performance awards and restricted stock in cash instead of shares. The Committee may also award cash equivalent awards or other alternative forms of awards to employees of foreign subsidiaries or branches. Payments of cash equivalent awards are applied against the Plan's authorized share limits based on the fair market value of the common stock covered by the awards. The Committee may also permit participants eligible for our voluntary deferred compensation plan to elect within certain time limits to defer cash payments of performance and restricted awards.

**Obligations to Deere**

Participants who leave Deere may lose their unexercised stock options and stock appreciation rights, their unearned performance awards and their restricted stock and stock equivalent awards, if they fail to honor consulting or noncompetition obligations to Deere or fail to satisfy other terms specified in the award.

**Change in Control**

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If there is a change in control or potential change in control of Deere, or, in the case of awards made on or after February 24, 2010, there is a change in control of Deere and also a qualifying termination of employment of the participant, the restrictions and vesting requirements of awards may, subject to certain regulatory restrictions, lapse and the value of other awards may be paid to the participants in cash (at the [change in control price] defined in the Plan).

For purposes of the Plan, a change in control is generally considered to have occurred if any of the following occur:

- (i) a third party or persons acting as a group acquire 30% or more of the combined voting power or total fair market value of the Company's outstanding stock;
- (ii) there is a change in a majority of the incumbent Board of Directors of the Company (other than through election of nominees who are approved by a vote of at least two-thirds of the directors then in office);
- (iii) any merger, consolidation or similar business combination of the Company (other than certain transactions that do not result in a substantial change in proportional ownership of the Company); or
- (iv) the complete liquidation or a sale of all or substantially all of the Company's assets.

A potential change in control is defined generally to include the entering into of an agreement the consummation of which would result in a change in control, or the acquisition by a third party of securities representing 15% or more of the combined voting power of the Company accompanied by a determination by the Board of Directors of the Company that a potential change in control has occurred for purposes of the Plan.

For purposes of the Plan, a [qualifying termination] is either:

- (i) Deere's termination of the participant's employment within the six months preceding or within 24 months following a change in control for reasons other than termination for death, disability or [cause] (defined as the executive's willful and continued nonperformance of duties after written demand; willful conduct that is demonstrably and materially injurious to Deere; or illegal activity); or
- (ii) The participant's termination of his or her own employment for [good reason] (defined as material reductions or alterations in the participant's authorities, duties or responsibilities; change in office location of at least 50 miles from current residence; material reductions in the participant's participation in certain Company compensation plans; or certain other breaches of covenants by Deere within 24 months following a change in control).

The [double trigger] provisions of the Plan will not preclude participants from participating on the same terms as stockholders generally in a change in control transaction in which Deere shares are canceled in exchange for other consideration

(such as cash).

The lapse of limitations and payment of the value of incentive shares in the event of a change in control or potential change in control may increase the net cost of the change in control and, thus, theoretically could render more difficult or discourage a change in control, even if the change in control would benefit Deere stockholders generally.

### **Amendment and Adjustment**

The Committee may suspend or terminate the Plan at any time, but, as described under Summary of the Proposal above, stockholder approval is required for certain amendments.

No amendment, suspension or termination of the Plan may materially and adversely affect any outstanding awards without the consent of the participant.

If there is a stock dividend or stock split, a combination or another kind of increase or reduction in the number of issued shares of Deere common stock, the Board of Directors or the Committee will adjust the number and type of shares authorized under the Plan and covered by outstanding awards and the exercise price of outstanding awards, as appropriate, to prevent the dilution or enlargement of rights under Plan awards.

### **Federal Income Tax Consequences of Stock Options**

The following summarizes the consequences under existing U.S. federal income tax rules of the award and exercise of stock options under the Plan.

#### **ISOs**

ISOs are intended to qualify as "incentive stock options" under Section 422 of the Internal Revenue Code. We understand that under current federal income tax law:

- Our employees do not recognize income when we grant them incentive stock options.
- An optionee does not recognize income when an ISO is exercised, although the difference between the option price and the fair market value of the shares acquired upon exercise is a "tax preference item" which, under certain circumstances, may give rise to alternative minimum tax liability on the part of the optionee.
- If the optionee holds shares purchased pursuant to the exercise of an ISO for cash for at least two years from the option grant date and at least one year after the transfer of the shares to the optionee, then:
  - The optionee will recognize gain or loss only upon ultimate disposition of the shares. Any gain or loss generally will be treated as long-term capital gain or loss.
  - Deere will not be entitled to a federal income tax deduction in connection with the grant or the exercise of the option.

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- If the optionee disposes of the shares purchased pursuant to the exercise of an ISO before the expiration of the required holding period, then:
    - The optionee will recognize ordinary income in the year of the disposition in an amount equal to the difference between the option price and the lesser of the fair market value of the shares on the exercise date or the selling price. The balance of any gain the optionee realizes on the disposition will be taxed as capital gain.
    - Deere will be entitled to a deduction in the year of the disposition equal to the amount of ordinary income recognized by the optionee.

**Nonqualified Options**

Nonqualified stock options are stock options that do not qualify as ISOs. We understand that under existing U.S. federal income tax law:

- Our employees do not recognize income when we grant them nonqualified stock options.
- Upon exercise of a nonqualified option, the optionee recognizes ordinary income in the amount by which the fair market value of the shares purchased exceeds the exercise price of the option. Deere generally is entitled to a deduction in an equal amount.

**Other Tax Matters**

Certain additional rules apply if an optionee pays the exercise price of an option in shares he or she already owns.

To the extent permitted by applicable law, we may permit an optionee to have us withhold all or a portion of the shares that the optionee acquires upon the exercise of an option to satisfy all or part of the minimum withholding requirements for federal, state and local income taxes. We may also permit the optionee to deliver other previously acquired shares (other than restricted stock) for the purpose of tax withholding.

Since awards under the Plan are determined by the Committee in its sole discretion, we cannot determine the benefits or amounts that will be received or allocated in the future under the Plan. For an explanation of the stock options and restricted stock units granted in December 2009, see the Plan Benefits section that follows the Re-Approval of the John Deere Short-Term Incentive Bonus Plan proposal.

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**COMPANY PROPOSAL #3 RE-APPROVAL OF THE JOHN DEERE SHORT-TERM INCENTIVE BONUS PLAN**

**Summary of the Proposal**

The John Deere Short-Term Incentive Bonus Plan (referred to in this section of the Proxy Statement as the STI Plan) is being submitted for stockholder re-approval to meet the requirement under Section 162(m) of the United States Internal Revenue Code (IRC) for tax deductibility of amounts paid under the STI Plan to certain of Deere's executive officers. The STI Plan provides for cash payments to salaried employees based on the achievement of pre-established performance goals over a performance period of one fiscal year.

A copy of the STI Plan as amended is attached as Appendix C to this Proxy Statement. The description that follows is qualified in its entirety by reference to the full text of the STI Plan as set forth in Appendix C.

The affirmative vote of a majority of the shares present in person or by proxy and entitled to vote at the meeting is required to re-approve the STI Plan. If our stockholders fail to re-approve the STI Plan, any compensation paid under the STI Plan in the future would not meet the conditions for tax deductibility under Section 162(m).

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE RE-APPROVAL OF THE JOHN DEERE SHORT-TERM INCENTIVE BONUS PLAN.**

**Description of the STI Plan and Performance Goals**

**Purpose**

The purpose of the STI Plan is to provide participants with a meaningful incentive opportunity conditioned on the achievement of specific performance goals.

**Administration**

The STI Plan is administered by the Compensation Committee of the Board or a subcommittee thereof (the Committee). The Committee will be composed of at least two members of the Board who are intended to qualify as outside directors within the meaning of Section 162(m) of the IRC. The Committee has authority to interpret the STI Plan and maintain administrative guidelines relating to the STI Plan. The



Committee may delegate to the Company responsibility for the day-to-day administration of the STI Plan.

### **Eligibility and Participation**

All salaried employees who are actively employed by Deere and its subsidiaries during the fiscal year will be eligible to participate in the STI Plan for that fiscal year. Each year, the Committee will determine those eligible employees who will participate in the STI Plan. Based on current eligibility levels, approximately 27,100 employees will be eligible to participate in the STI Plan on the annual meeting date.

To meet the requirements of Section 162(m) of the IRC, certain more restrictive provisions of the STI Plan apply only to [ ] executive officers. [ ] For purposes of the STI Plan, [ ] executive officers [ ] means those employees designated by the Committee from year to year for purposes of qualifying payouts under the STI Plan for exemption under Section 162(m) of the IRC. The Committee designated nine executives as [ ] executive officers [ ] under the STI Plan for the plan year ended October 31, 2009.

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### **Award Determination**

Prior to each fiscal year, or as soon as practicable thereafter, the Committee will establish performance goals for that fiscal year. The goals may be based on any combination of consolidated Company, business unit, division, product line, other segment, and individual performance measures, except that an award to an executive officer will not be increased to reflect individual performance. Goals may be measured either on an absolute basis or relative to selected peer companies or a market index. Performance measures with respect to executive officers, as designated by the Committee, will be determined annually from among the following factors, or any combination of the following, as the Committee deems appropriate:

- total stockholder return;
- growth in revenues, sales, settlements, market share, customer conversion, net income, stock price, and/or earnings per share;
- return on assets, net assets, and/or capital;
- return on stockholders' equity;
- economic or shareholder value added; or
- improvements in costs and/or expenses.

Prior to each fiscal year, or as soon as practicable thereafter, the Committee will also establish, for each job classification, various levels of award payments depending upon the level of achievement of the performance goals.

Final awards will be based on the level of achievement of the performance goals, the participant's job classification, salary and the predetermined award payout levels. Except with respect to executive officers, the Committee has the discretion to adjust performance goals and payout levels during a fiscal year. With respect to executive officers, the Committee can reduce or eliminate the amount of the final award and can exercise any other discretion as tax counsel advises will not adversely affect Deere's ability to deduct amounts paid under the STI Plan for federal income tax purposes.

The maximum amount payable under the STI Plan to a participant for any plan year will be \$5,000,000. The STI Plan was revised in 2009 to provide that this limitation is applied based on the plan year rather than the calendar year to reflect that Deere's fiscal year does not coincide with the calendar year.

### **Payments**

Deere will pay all awards in cash as soon as practicable on or before the March 15 following the end of the fiscal year to which the award relates and after the Committee certifies in writing that the performance goals and any other relevant terms of the awards have been satisfied. The Committee may permit participants to defer payments of awards. Awards paid under the STI Plan to certain executives

may be recovered by the Company in the event of misconduct.

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**Termination of Employment**

In the event a participant's employment is terminated by reason of death, disability, or retirement, or a transfer to a non-participating business unit, the final award of such participant will be reduced to reflect participation prior to the termination or transfer only. In the event of any other kind of termination of service or if the participant gives notice of termination, the participant's award for the fiscal year of termination or notice is forfeited. The Committee, however, has discretion to pay a partial award for the portion of the year that the participant was employed by Deere.

**Change in Control**

In the event of a change in control of Deere, non-executive participants employed as of the date of the change in control will be entitled to an award based on targeted performance. (The rights of executive participants are determined under our Change in Control Severance Program discussed below under "Potential Payments upon Change in Control and Other Potential Post-Employment Benefits.>"). Awards will be paid by the March 15<sup>th</sup> following the calendar year in which the change in control occurs.

For purposes of the STI Plan, a change in control is defined as the occurrence of any of the following:

- any "person," as defined in the Securities Exchange Act (with certain exceptions), acquires 30% or more of Deere's voting securities;
- a majority of Deere's directors are replaced without the approval of at least two-thirds of the existing directors or directors previously approved by the then existing directors;
- any merger or business combination of Deere and another company, unless the outstanding voting securities of Deere prior to the transaction continue to represent at least 60% of the voting securities of the new company; or
- Deere is completely liquidated, or all, or substantially all, of Deere's assets are sold or disposed of.

This definition was revised in 2009 to conform to the definition of Change in Control used in certain other Deere plans.

The payment of awards in the event of a change in control may increase the net cost of the change in control and, thus, theoretically could render more difficult or discourage a change in control, even if the change in control would benefit Deere stockholders generally.

**Duration of the STI Plan**

The STI Plan will remain in effect until it is terminated by the Committee or the Deere Board of Directors.

**Amendment**

The Committee may, at any time, amend any or all of the provisions of the STI Plan or suspend or terminate it entirely. No amendment, suspension or termination may reduce the rights of a participant to a payment or distribution to which the participant is entitled without the participant's consent.

**STI Plan Philosophy**

For a description of the STI Plan Philosophy, see the discussion in the "Short-Term Incentive" section of the Compensation Discussion & Analysis in this Proxy Statement.

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**Plan Benefits**

Since awards under the John Deere Omnibus Equity and Incentive Plan are determined by the Committee in its sole discretion and awards under the John Deere Short-Term Incentive Bonus Plan are based on the future achievement of performance goals to be established by the Committee, we cannot determine the benefits or amounts that will be received or allocated in the future under the plans. The table below shows, for the individuals and groups described, stock options and restricted stock units granted in December 2009 and bonuses earned in fiscal 2009. These awards are not necessarily indicative of awards that we may make in the future.

| Name and Position  | Stock Options (1) | December 2009          |  | Fiscal 2009                         |
|--|-------------------|------------------------|--|-------------------------------------|
|  |                   | Dollar Value<br>\$ (2) | Restricted Stock<br>Number of<br>Units | STI Bonus<br>Dollar Value<br>\$ (3) |
| Samuel R. Allen<br>President and Chief Executive Officer   |                   | \$                     |  | \$ 653                              |
| Robert W. Lane<br>Chairman   |                   | \$                     |  | \$ 1,512                            |
| James M. Field<br>Senior Vice President and Chief Financial Officer  |                   | \$                     |  | \$ 328                              |
| Michael J. Mack, Jr.<br>President, Worldwide Construction &<br>Forestry Division   |                   | \$                     |  | \$ 388                              |
| David C. Everitt<br>President, Agricultural & Turf Division-North<br>America, Asia, Australia, Sub-Saharan and South<br>Africa, and Global Tractor & Turf Products |                   | \$                     |  | \$ 424                              |
| James A. Israel<br>President, John Deere Credit  |                   | \$                     |  | \$ 313                              |
| James R. Jenkins<br>Senior Vice President and General Counsel  |                   | \$                     |  | \$ 371                              |
| H.J. Markley<br>Retired Executive Vice President   |                   | \$                     |  | \$ 403                              |
| Executive Group  |                   | \$                     |  | \$ 4,868                            |
| Non-Executive Director Group (4)   | None              | None                   | None                                   | None                                |
| Non-Executive Officer Employee Group   |                   | \$                     |  | \$ 191,931                          |

- (1) Market-priced options that vest over three years (or upon retirement, if earlier) and have a ten-year term.
- (2) Represents the closing market value of Deere common stock on the grant date, without giving effect to the diminution in value attributable to the restriction on the units. The units vest after three years and must be held until retirement or other permitted termination of employment before they are settled in Deere common stock.
- (3) Represents the amount earned for fiscal 2009 under the John Deere Short-Term Incentive Bonus Plan.
- (4) Non-employee directors are not eligible to participate in the Plan.

### RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Review Committee has approved the selection of Deloitte & Touche LLP to serve as the independent registered public accounting firm to audit Deere's financial statements and internal controls over financial reporting for fiscal 2010. The Audit Review Committee and the Board are requesting that stockholders ratify this appointment as a means of soliciting stockholders' opinions and as a matter of good corporate practice.

The affirmative vote of a majority of the shares present in person or by proxy and entitled to vote at the meeting is required to ratify the selection of Deloitte & Touche LLP. If the stockholders do not ratify the selection, the Audit Review Committee will consider any information submitted by the stockholders in connection with the selection of the independent registered public accounting firm for the next fiscal year. Even if the selection is ratified, the Audit Review Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Review Committee believes such a change would be in the best interest of Deere and its stockholders.

We expect that a representative of Deloitte & Touche LLP will be at the annual meeting. This representative will have an opportunity to make a statement and will be available to respond to appropriate questions.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE  FOR   
THE RATIFICATION OF THE INDEPENDENT REGISTERED PUBLIC  
ACCOUNTING FIRM.**

### **FEES PAID TO THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

For the years ended October 31, 2009 and 2008, professional services were performed by Deloitte & Touche LLP, the member firms of Deloitte Touche Tohmatsu, and their respective affiliates (collectively, Deloitte & Touche).

#### **Audit Fees**

The aggregate fees billed include amounts for the audit of Deere's annual financial statements, the reviews of the financial statements included in Deere's Quarterly Reports on Form 10-Q, including services related thereto such as comfort letters, statutory audits, attest services, consents, and accounting consultations. Audit Fees for the fiscal years ended October 31, 2009 and 2008, were \$13.4 million and \$14.3 million, respectively.

#### **Audit-Related Fees**

During the last two fiscal years, Deloitte & Touche has provided Deere with assurance and related services that are reasonably related to the performance of the audit of our financial statements. The aggregate fees billed for such audit-related services for the fiscal years ended October 31, 2009 and 2008, were \$0.8 million and \$0.8 million, respectively. These services included audits of financial statements of employee benefit plans and various attestation services.

#### **Tax Fees**

There were no fees billed for tax services for the fiscal years ended October 31, 2009 and October 31, 2008.

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#### **All Other Fees**

There were no fees billed for services not included above for the fiscal years ended October 31, 2009 and October 31, 2008.

### **Pre-approval of Services by the Independent Registered Public Accounting Firm**

The Audit Review Committee has adopted a policy for pre-approval of audit and permitted non-audit services by Deere's independent registered public accounting firm. The Audit Review Committee will consider annually and, if appropriate, approve the provision of audit services by its independent registered public accounting firm and consider and, if appropriate, pre-approve the provision of certain defined audit and non-audit services. The Audit Review Committee will also consider on a case-by-case basis and, if appropriate, approve specific services that are not otherwise pre-approved.

Any proposed engagement that does not fit within the definition of a pre-approved service may be presented to the Audit Review Committee for consideration at its next regular meeting or, if earlier consideration is required,

to the Audit Review Committee or one or more of its members between regular meetings. The member or members to whom such authority is delegated will report any specific approval of services at its next regular meeting. The Audit Review Committee will regularly review summary reports detailing all services being provided to Deere by its independent registered public accounting firm.

During fiscal 2009, all services by Deere's independent registered public accounting firm were pre-approved by the Audit Review Committee in accordance with this policy.

### **STOCKHOLDER PROPOSALS**

We expect the following items to be presented by stockholders at the annual meeting. Following SEC rules, other than minor formatting changes, we are reprinting the proposals and supporting statements as they were submitted to us. We take no responsibility for them. On request to the Secretary at the address listed under the "Stockholder Proposals and Nominations" section of this proxy statement, we will provide the names, addresses and shareholdings of the sponsors, as well as the names, addresses and shareholdings of any co-sponsors.

#### **STOCKHOLDER PROPOSAL #1 CEO PAY DISPARITY**

A stockholder has submitted the following proposal:

##### **STOCKHOLDER PROPOSAL**

RESOLVED, that the stockholders request that the Board of Directors take all necessary steps to limit the CEO's compensation in any fiscal year to no more than three times the average of the other named executive officers ("NEOs") set forth in the proxy statement's Summary Compensation Table; that the same limit apply to the number of stock options granted to the CEO in any fiscal year; and there be no carryover from one fiscal year to another fiscal year.

##### **SUPPORTING STATEMENT**

The compensation Deere paid its CEO was 4.548 times the average of the other NEO's in 2008, not including the additional money he received from the exercise of stock options. In 2007 it was 4.375 times as much.

Moody's Investor Services has stated that anything greater than three times the compensation of the average of the other NEOs suggests that the CEO has undue influence on the board and reflects poorly on governance, according to Michael Kesner. ( Chicago Tribune, May 27, 2008,

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Section 3, p.2 ). Kesner is with Deloitte Consulting, part of Deloitte & Touche which is Deere's independent accountant. Moody's rates corporate bonds and the rating affects the cost of borrowing.

In its 2009 report RiskMetrics Group, the corporate governance watchdog, opposed the re-election of Deere board members who serve on the Compensation Committee. One reason for its opposition was the disparity in the pay of the CEO when compared to the other NEOs. The report states "A large internal pay disparity can be a sign of poor succession planning and it can also create morale issues within the executive ranks." Risk Metrics' clients include most of the largest investment managers, mutual fund companies and hedge funds.

"CEOs in the United States, despite our current hard economic times, continue to pocket outlandishly large pay packages. S&P 500 CEOs last year averaged \$10.5 million, 344 times the pay of typical American workers." Executive Excess 2008, Institute for Policy Studies and United for a Fair Economy. Deere's CEO was paid \$22 million in 2008 (not including the exercise of stock options). His pay was more than 688 times the pay of the typical American worker.

His pay including what he received from the exercise of stock options was an incredible \$21,000 an hour (assuming he worked 60 hours a week, 50 weeks).

"In judging whether Corporate America is serious about reforming itself, CEO pay remains the acid test. To date, the results aren't encouraging." Warren Buffett, letter to shareholders of Berkshire Hathaway, Inc., February 2004,

as quoted by Professors Bebchuk and Freid in their book, Pay Without Performance, 2004.

Please vote in favor of this proposal.

### **Deere's Response to Statement in Opposition to Proposal**

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE  AGAINST THIS PROPOSAL TO LIMIT THE CEO'S COMPENSATION TO NO MORE THAN THREE TIMES THE AVERAGE OF THE OTHER NAMED EXECUTIVE OFFICERS FOR THE FOLLOWING REASONS:

The Board has given careful consideration to this proposal and has concluded for the reasons described below that the adoption of this resolution is unnecessary and is not in the best interests of Deere and its stockholders.

The Board believes arbitrary restrictions on executive compensation would unduly limit Deere's ability to create compensation programs for its CEO and others that link pay to performance and to compete in the global marketplace for highly talented employees critical to Deere's continued success. The Board believes that the Board and the Compensation Committee (the "Committee") should retain flexibility to design appropriate compensation programs for its CEO and to set the amount and type of CEO pay.

The Board recognizes the importance of executive compensation, particularly for its CEO, to the overall long-term performance of Deere. Deere's compensation philosophy is to pay for performance, support Deere's business strategies and offer competitive compensation arrangements. In the "Compensation Discussion & Analysis" ("CD&A") section of this Proxy Statement, Deere has endeavored to provide stockholders with a thorough description of the company's compensation programs, including the philosophy and strategy underpinning the programs, the individual elements of the compensation programs and how Deere's compensation plans are administered. Deere's compensation programs consist of elements designed to complement each other and reward achievement of short-term and long-term objectives tied to Deere's performance through association with an operating metric or as a function of the Deere stock price. Deere has chosen the selected metrics to align employee compensation, including compensation for the Named Executive Officers

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("NEOs"), to Deere's business strategy. For fiscal 2009, Short-Term Incentive ("STI") awards paid to the NEOs were about 2% of the total amount of STI awards paid to approximately 28,000 eligible salaried employees. For fiscal 2009, Mid-Term Incentive ("MTI") awards paid to the NEOs were equal to approximately 7% of the MTI payout to all eligible employees.

The proposal suggests that a disparity between CEO pay and the pay to other NEOs may indicate that the CEO has undue influence on the Board. The company has established governance processes that are reflected in Deere's Corporate Governance Policies and the various Board Committee charters, including policies and processes designed to address succession planning and ensure the independence of Deere's non-employee directors. These policies and charters are available on Deere's web site. In addition, the Committee provides recommendations for CEO compensation to be approved by the independent members of the Board. The CEO's compensation, therefore, is approved only after consideration both by the Committee, which is composed exclusively of independent directors, and by the independent members of the Board. The Board believes these structures and policies prevent the CEO from asserting undue influence on the Board, particularly with regard to the amount and type of CEO pay.

When reviewing the compensation for the CEO and other NEOs, the Committee considers a variety of information to determine the appropriate level of competitive and equitable pay. Moreover, the relationship between Deere's CEO compensation and that of Deere's other NEOs is influenced by the absence of a chief operating officer in Deere's organizational structure. The proposed limitation on CEO compensation is inappropriate as Deere is currently organized, with Deere's executive structure directly aligned with its operating businesses. Further, the Committee retains an independent outside executive compensation consultant to assist with compensation decisions and provide peer group data which the Committee uses to benchmark Deere's compensation programs and performance.

The Board believes that Deere's compensation practices and programs serve the interests of Deere's stockholders by providing compensation that is performance-based with a view towards maximizing long-term stockholder value.

## Effect of Proposal

It is important to note that stockholder approval of this proposal would not require the Board to set limits on the CEO's compensation, including stock option grants. Approval of this proposal would advise the Board that a majority of Deere's stockholders voting at the meeting favor a change and would prefer that the Board take the necessary steps to adopt a policy limiting the CEO's compensation to no more than three times the average of the other Named Executive Officers and apply a similar limit to options granted to the CEO. The final decision on whether to implement limits on CEO compensation, including stock option grants, however, would remain with the Board. In addition to shareholder sentiment, there may be other factors that could affect the Board's decision regarding this proposal, such as a decision by Congress to adopt legislation relating to executive compensation.

The Board believes that the Committee is in the best position to consider the extensive information and factors, which include an emphasis on company performance, necessary to make independent, objective and competitive compensation recommendations for Deere's CEO that are in the best interest of Deere and its stockholders. The Committee should have flexibility in making the appropriate compensation recommendations to the Board so that Deere can motivate and competitively compensate its CEO in alignment with Deere's performance.

**FOR THE REASONS STATED, DEERE'S BOARD OF DIRECTORS  
RECOMMENDS A VOTE  AGAINST  THIS PROPOSAL  
TO LIMIT THE CEO'S COMPENSATION TO NO MORE THAN THREE TIMES  
THE AVERAGE OF THE OTHER NAMED EXECUTIVE OFFICERS.**

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## **STOCKHOLDER PROPOSAL #2 ADVISORY VOTE ON EXECUTIVE COMPENSATION**

A stockholder has submitted the following proposal:

### **STOCKHOLDER PROPOSAL**

RESOLVED, that stockholders urge the Board of Directors to adopt a policy that gives the stockholders the opportunity at each annual stockholders' meeting to vote on an advisory resolution, proposed by management, to ratify the compensation of the named executive officers (NEOs) set forth in the proxy statement's Summary Compensation Table (the "SCT") and the accompanying narrative disclosure of material factors provided to understand the SCT ( but not the Compensation Discussion and Analysis).

### **SUPPORTING STATEMENT**

The following organizations support annual stockholder advisory votes on executive compensation:

1. The Council of Institutional Investors, an association of 140 public, labor and corporate pension funds.
2. The California Public Employees' Retirement System, The largest public pension fund in the U.S.

RiskMetrics Group (RMG) is a corporate governance watchdog. RMG's clients include a majority of the largest investment managers, mutual fund companies and hedge fund managers.

RMG in its 2009 report on Deere said "the internal pay disparity is significant in almost all pay components. Mr. Lane receives a significant portion of the performance-bonus and his long-term incentive multiple is substantially higher than other named executive officers. A large internal pay disparity can be a sign of poor succession planning and it can also create morale issues within the executive ranks."

The report added: "providing generous perks to executives is considered a poor pay practice. Notably, costs related to Mr. Lane's personal use of aircraft were 4.5 times the multiple relative to market practice among industrial companies. In light of the current economic conditions affecting Deere's equity performance, as well as some of the financial performance of its business units, RMG is concerned with the utilization of company resources to benefit executives in this fashion, at shareholders' expense."

In November 2007 Deere held a board of directors meeting in India. Directors' spouses went to India at a cost of \$286,378 to Deere. RMG highlights that perquisites to non-employee directors is uncommon at other S&P 500 Index companies.

In its 2009 report RMG said that its previous report had mentioned several pay practices of concern that had not been corrected.

RMG recommended that its clients vote in favor of this proposal at the annual meeting last year where the proposal received more than a 40% yes vote.

Boards in the United States, including Aflac, Verizon, Risk Metrics, Par Pharmaceuticals and Blockbuster have concluded that submitting executive compensation to stockholders for ratification is the right thing to do.

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A stockholder advisory vote on executive compensation will enhance constructive communication between stockholders and the board on the subject of compensation as well as improve transparency in setting executive compensation. Directors should be held to a high standard of accountability in explaining and justifying compensation policies and decisions in terms of aligning executive performance with the creation of stockholder value.

Please vote in favor of this proposal.

#### **Deere's Response Statement in Opposition to Proposal**

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE  AGAINST THIS PROPOSAL TO ADOPT AN ADVISORY VOTE ON EXECUTIVE COMPENSATION FOR THE FOLLOWING REASONS:

The Board has given careful consideration to this proposal and has concluded for the reasons described below that the adoption of this resolution is unnecessary and is not in the best interest of Deere and its stockholders.

The Board recognizes the importance of executive compensation to the overall long-term performance of Deere. Deere's compensation philosophy is to pay for performance, support Deere's business strategies and offer competitive compensation arrangements. In the "Compensation Discussion & Analysis" ("CD&A") section of this proxy statement, Deere has endeavored to provide stockholders with a thorough description of the company's compensation programs, including the philosophy and strategy underpinning the programs, the individual elements of the compensation programs and how Deere's compensation plans are administered. Deere's compensation programs consist of elements designed to complement each other and reward achievement of short-term and long-term objectives.

Deere's Compensation Committee ("Committee"), composed entirely of independent directors, is responsible for reviewing and approving the compensation of Deere executives. The Committee provides recommendations for CEO compensation to be approved by the independent members of the Board.

In setting executive pay levels or in making executive pay recommendations to the Board, the Committee considers a variety of information to determine the appropriate level of competitive and equitable executive pay. The Committee retains an independent outside executive compensation consultant to assist with compensation decisions and provide peer group data which the Committee uses to benchmark Deere's compensation programs and performance. The Committee is able to use this information to timely evaluate and set executive pay for the relevant performance period. The Board is concerned that an advisory stockholder vote, which would take place several months after the relevant performance period has ended, is likely to be based more on market conditions at the time the vote is taken than on the information and analysis that was available to the Committee when it awarded or recommended compensation for the relevant performance period.

The Board welcomes and values the input of Deere's stockholders. A simple "yes" or "no" advisory vote on Deere's executive compensation, however, would not provide the Board with any clear indication of why shareholders voted the way they did. For example, a stockholder vote against ratifying executive compensation would reflect dissatisfaction, but would not communicate stockholder views of the merits, limitations or preferred enhancements of Deere's executive compensation or of any particular element thereof. If the Board is forced to



speculate on the meaning of the advisory vote, the vote will be of little benefit to stockholders, Deere or the Board.

Moreover, as described in the "Committees" section of this proxy statement, Deere stockholders already have an available mechanism to communicate with the Board. Stockholders can send correspondence directly to Deere's Corporate Secretary, who will then submit the correspondence to the Board. Stockholders can also communicate directly with the presiding non-management director of

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the Board by sending correspondence directly to that director. Whether forwarded from the Corporate Secretary or sent directly from a shareholder, the Board will give shareholder communications the consideration that it considers appropriate. The communication mechanisms that exist today already give Deere stockholders the opportunity to provide specific and direct feedback to the Board about compensation issues.

Deere does not believe that the proposed advisory vote is necessary to ensure that Deere's compensation programs are aligned with the interests of its stockholders. The Board believes that its independent, well-informed and experienced members, including members of the Compensation Committee, are in the best position to make judgments or recommendations about the amount and form of executive compensation, and that Deere's compensation practices and programs serve the interests of Deere's stockholders by providing compensation that is performance-based with a view towards maximizing long-term stockholder value.

#### **Effect of Proposal**

It is important to note that stockholder approval of this proposal would not require the Board to implement a stockholder advisory vote on executive compensation. Approval of this proposal would advise the Board that a majority of Deere's stockholders voting at the meeting favor a change and would prefer that the Board take the necessary steps to adopt a policy for a stockholder advisory vote on executive compensation. The final decision on whether to implement an annual advisory vote on executive compensation, however, would remain with the Board. In addition to shareholder sentiment, there may be other factors that could affect the Board's decision regarding this proposal, such as a decision by Congress to adopt legislation relating to executive compensation.

The Board believes that the Committee is in the best position to consider the extensive information and factors necessary to make independent, objective and competitive compensation recommendations and decisions that are in the best interest of Deere and its stockholders. The Committee should have flexibility in making the appropriate compensation recommendations and decisions so that Deere can motivate and competitively compensate Deere's executives in alignment with company performance. The Board believes that current communication mechanisms exist to provide the Board with stockholder feedback about Board decisions, including, but not limited to, executive compensation.

**FOR THE REASONS STATED, DEERE'S BOARD OF DIRECTORS  
RECOMMENDS A VOTE "AGAINST" THIS PROPOSAL  
TO ADOPT AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.  
STOCKHOLDER PROPOSAL #3 SEPARATION OF CEO AND CHAIRMAN  
RESPONSIBILITIES**

A stockholder has submitted the following proposal:

#### **STOCKHOLDER RESOLUTION**

RESOLVED, that the stockholders urge the Board of Directors to take the necessary steps to amend the by-laws to require that an independent director shall serve as Chairman of the Board of Directors, and that the Chairman of the Board of Directors shall not concurrently serve as Chief Executive Officer.

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**SUPPORTING STATEMENT**

Deere's CEO is also the Chairman of the Board of Directors.

The following organizations support having an independent director as chairman of the Board of Directors and that the chairman not serve concurrently as CEO:

1. The Council of Institutional Investors, an association of 140 public, labor and corporate pension funds.
2. The California Public Employees' Retirement System, the largest public pension fund in the U. S.

RiskMetrics Group, the corporate governance watchdog, in its 2009 report on Deere stated that it supported this proposal for several reasons including that Deere had exhibited poor pay practices. The proposal received more than 40% yes vote at the last annual meeting. The Corporate Library a leading independent source for corporate governance and executive compensation information and analysis has said that there is a high level of risk in regard to corporate governance at Deere.

Gary Wilson, the former chairman of Northwest Airlines and a director of Yahoo wrote: "America's most serious corporate governance problem is the Imperial CEO...a leader who is both chairman of the company's board of directors as well as its chief executive officer. Such a CEO can dominate his board and is accountable to no one."

This arrangement creates a conflict of interest, because the chairman is responsible for leading an independent board of directors. The board's primary responsibility on behalf of the owners is to hire, oversee and, if necessary, fire the CEO. If the CEO is also the chairman, then he leads a board that is responsible for evaluating, compensating and potentially firing himself.

"The result of this conflict of interest is excessive CEO compensation and undeserved job security..." reprinted from The Wall Street Journal, July 9, 2008, Dow Jones & Company.

In 2008, the Chairman/CEO of Deere was paid 4.548 times the average compensation of the other named executive officers (NEOs). In 2007 it was 4.375 times as much. Moody's Investor Services has a guideline that CEO pay should not exceed three times the average of the other NEOs.

According to Michael Kesner, Moody's feels that anything greater than that reflects poorly on corporate governance and suggests that the CEO has undue influence on the board (Chicago Tribune, May 27, 2008). Kesner is with Deloitte Consulting, part of Deloitte & Touche which is Deere's independent accountant. Moody's rates corporate bonds and the rating affects the cost of borrowing.

Mr. Wilson noted that many European countries require that the CEO and chairman positions be separate and that their CEOs are paid less than American CEOs.

The CEOs of Enron, World Com and Tyco, legends of mismanagement, also served as Chairman.

Please vote in favor of this proposal.

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### **Deere's Response Statement in Opposition to Proposal**

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "AGAINST" THIS PROPOSAL TO SEPARATE CEO AND CHAIRMAN RESPONSIBILITIES FOR THE FOLLOWING REASONS:

The Board has given careful consideration to this proposal and has concluded for the reasons described below that the adoption of this resolution is unnecessary and is not in the best interest of Deere and its stockholders.

While some of the conventional functions for the Chairman have been and are shared by all directors, the Chairman position has traditionally been held by Deere's Chief Executive Officer (CEO). The Board believes that the decision as to who should serve as Chairman and Chief Executive Officer and whether the offices should be combined or separated is the proper responsibility of the Board. The Board members have considerable

experience and knowledge about the challenges and opportunities Deere faces. The Board, therefore, is in the best position to evaluate Deere's current and future needs and to judge how the capabilities of Deere's directors and senior management can be most effectively organized to meet those needs.

The Board generally believes that separating the Chairman and CEO functions is unnecessary in normal circumstances. Nevertheless, the Board will separate these functions when it considers such a separation to be in the best interest of Deere.

The proposal's supporting statement asserts that combining the CEO and Chairman functions can create a conflict of interest and allow the CEO to dominate the Board. Deere has strong governance structures and processes in place to ensure the independence of its Board, eliminate conflicts of interest and prevent dominance of the Board by senior management. As described in more detail below, the Board's established governance processes reflected in the Corporate Governance Policies and the various Board Committee charters provide for independent discussion among directors and for independent evaluation of, and communication with, many members of senior management. These Corporate Governance Policies (and those discussed below) are available for review on Deere's web site.

While the Board has previously utilized an independent presiding director concept, consistent with its continuing commitment to strong corporate governance and Board independence, in May 2009 the Board passed a resolution to enhance the role of the Presiding Director. The changes included an election of an independent Presiding Director by a majority of the independent directors on the Board upon a recommendation from the Corporate Governance Committee for a one year term. The name and contact information for the current Presiding Director appear in the "Corporate Governance" section of this proxy statement.

As part of the May 2009 resolution, the Board expanded the duties and responsibilities of the Presiding Director to include the following:

- presiding at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors;
- serving as liaison between the Chairman and the independent directors;
- in consultation with the other independent directors as appropriate:
- collaborating with the Chairman regarding information sent to the Board;
- collaborating with the Chairman to set Board meeting agendas;
- collaborating with the Chairman to set meeting schedules to assure that there is sufficient time for discussion of all agenda items;
- calling meetings of the independent directors when necessary and appropriate; and
- being available for consultation and direct communication with Deere's shareholders.

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The Board also believes the following policies and processes already in place at Deere further strengthen the Board's independence:

- The Board continues to utilize the concept of a presiding director whereby Board committee chairs act as "presiding directors" on specific subjects for Board discussions.
- Any Board member has access to any Deere employee. In addition, Board committees have access to and may consult with independent advisors, as each committee deems appropriate.
- The Board receives suggestions for director candidates from stockholders and from directors. The Corporate Governance Committee can also elect to retain a director placement consultant. The Corporate Governance Committee is responsible for screening director candidates and making candidate recommendations to the full Board.
- The independent directors meet in executive session without the CEO at each regularly scheduled Board meeting. At every Board meeting any director may request that the Board go into executive session with only independent directors present. The Presiding Director presides over these executive sessions.

The proposal seems to imply that combining the positions of CEO and Chairman may lead to excessive CEO pay. As previously stated and as described in the Compensation Discussion & Analysis ("CD&A") section of this Proxy

Statement, Deere's compensation programs are designed to pay for performance. A significant portion of the compensation paid to Deere's executives in the form of short-term, mid-term and long-term incentive awards is at risk because it is directly tied to company performance.

Given the enhanced Presiding Director policy of the Board of Directors, along with Deere's governance structures which are designed to ensure independence and protect against the possibility of undue influence by management, the Board believes that it is unnecessary to require that the responsibilities of the Chairman and CEO be separated. The Board should retain the authority to determine the corporate leadership structure that is most appropriate for Deere at any time.

### Effect of Proposal

It is important to note that stockholder approval of this proposal would not in itself require the Board to separate the CEO and Chairman functions. Approval of this proposal would advise the Board that a majority of Deere's stockholders voting at the meeting favor a change and would prefer that the Board take the necessary steps to separate the Chairman and CEO functions. The final decision on whether the offices of Chairman and CEO should be combined or separated, however, would remain with the Board.

Requiring that an independent director serve as Chairman of the Board is not desirable because it would unduly impair the Board's flexibility to annually elect the individual it deems best suited to serve as Chairman. Deere and its stockholders are best served when the Board has the flexibility to determine who should serve as Chairman at any particular time depending upon the circumstances.

**FOR THE REASONS STATED, DEERE'S BOARD OF DIRECTORS  
RECOMMENDS A VOTE  AGAINST  THIS PROPOSAL  
TO SEPARATE CEO AND CHAIRMAN RESPONSIBILITIES.**

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### OTHER MATTERS

We do not know of any other matters that will be considered at the annual meeting. If, however, any other appropriate business should properly come before the meeting, the Board will have discretionary authority to vote according to its best judgment.

### DIRECTORS CONTINUING IN OFFICE

The eight persons named below are now serving as our directors. Their terms will expire at the annual meetings in 2011 and 2012, as indicated. Their ages, present positions, principal occupations during the past five or more years, positions with Deere and directorships in other companies appear below.

#### TERMS EXPIRING AT ANNUAL MEETING IN 2011

**Name and Age at  
December 31, 2009**

**Charles O. Holliday, Jr.**  
Age 61

**Present Position, Principal Occupations during the Past Five Years,  
Positions with Deere and Other Directorships**

**Chairman of DuPont**

- Chairman of DuPont (agricultural, electronics, materials science, safety and security, and biotechnology) since January 2009
- Executive in Residence, Vanderbilt University since July 2009
- Chairman and Chief Executive Officer of DuPont-1999 to January 2009
- Director of Deere since May 2007. Presiding Director of the Board since May 2009. Chair of Audit Review Committee and member of Corporate Governance and Executive Committees

- Other directorships: Bank of America Corporation, CH2M HILL Companies, Ltd. and E.I. du Pont de Nemours and Company

**Dipak C. Jain**  
Age 52

**Sandy & Morton Goldman Professor in Entrepreneurial Studies and Professor of Marketing, Dean Emeritus, Kellogg School of Management, Northwestern University**

- Dean, Kellogg School of Management, Northwestern University, Evanston, Illinois - July 2001-September 2009
- Associate Dean for Academic Affairs, Kellogg School of Management, Northwestern University - 1996 to 2001
- Sandy and Morton Goldman Professor of Entrepreneurial Studies and Professor of Marketing, Kellogg School of Management, Northwestern University - 1994 to July 2001, and since September 2009
- Visiting professor of marketing at Sasin Graduate Institute of Business Administration at Chulalongkorn University, Bangkok, Thailand; Nijenrode University, The Netherlands; Otto Bescheim Graduate School of Management, Koblenz, Germany; Indian School of Business, Hyderabad, India; Hong Kong University of Science and Technology, China; Recanati Graduate School of Business Administration at Tel Aviv University, Israel
- Director of Deere since 2002. Member of Audit Review and Pension Plan Oversight Committees
- Other directorships: Northern Trust Corporation and Reliance Industries Limited, India

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**Name and Age at December 31, 2009**  
**Joachim Milberg**  
Age 66

**Present Position, Principal Occupations during the Past Five Years, Positions with Deere and Other Directorships**  
**Chairman of the Supervisory Board of Bayerische Motoren Werke (BMW) AG**

- Chairman of the Supervisory Board of Bayerische Motoren Werke (BMW) AG (motor vehicles) since May 2004
- Retired Chief Executive Officer of BMW AG since May 2002
- Chairman of the Board of Management and Chief Executive Officer of BMW AG - February 1999 to May 2002
- Director of Deere since 2003. Member of Audit Review and Corporate Governance Committees
- Other directorships: Bertelsmann AG, BMW AG, Festo AG, SAP AG and ZF Friedrichshafen AG

**Richard B. Myers**  
Age 67

**Retired Chairman of the Joint Chiefs of Staff and Retired General of the United States Air Force**

- Retired Chairman of the Joint Chiefs of Staff (principal military advisor to the President, the Secretary of Defense, and the National Security Council) and Retired General of the United States Air Force since September 2005
- Colin L. Powell Chair for National Security, Leadership, Character and Ethics at the National Defense University since March 2006
- Foundation Professor of Military History and Leadership at Kansas State University since February 2006
- Chairman of the Joint Chiefs of Staff and General of the United States Air Force - October 2001 to September 2005
- Director of Deere since April 2006. Member of Compensation and Pension Plan Oversight Committees

- Other directorships: Aon Corporation, Northrop Grumman Corporation and United Technologies Corporation

**TERMS EXPIRING AT ANNUAL MEETING IN 2012**

**Name and Age at  
December 31, 2009**  
**Crandall C. Bowles**  
Age 62

**Present Position, Principal Occupations during the Past Five Years,  
Positions with Deere and Other Directorships**  
**Chairman of Springs Industries, Inc. and Chairman, The Springs Company**

- Chairman of Springs Industries, Inc. (home furnishings) and The Springs Company since August 2007
- Co-Chairman and Co-Chief Executive Officer of Springs Global US, Inc. and Springs Global Participacoes S. A.- January 2006 to August 2007
- Chairman and Chief Executive Officer of Springs Industries, Inc. - April 1998 to January 2006
- Director of Deere from 1990 to 1994 and since 1999. Chair of Corporate Governance Committee and member of Compensation and Executive Committees
- Other directorships: JP Morgan Chase & Company and Sara Lee Corporation

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**Name and Age at  
December 31, 2009**  
**Vance D. Coffman**  
Age 65

**Present Position, Principal Occupations during the Past Five Years,  
Positions with Deere and Other Directorships**  
**Retired Chairman of Lockheed Martin Corporation**

- Retired Chairman of Lockheed Martin Corporation (aerospace, defense and information technology) since April 2005
- Chairman of Lockheed Martin Corporation-April 1998 to April 2005
- Chief Executive Officer of Lockheed Martin Corporation - August 1997 to August 2004
- Director of Deere since 2004. Chair of Compensation Committee and member of Corporate Governance and Executive Committees
- Other directorships: 3M Company and Amgen Corporation

**Clayton M. Jones**  
Age 60

**Chairman, President and Chief Executive Officer of Rockwell Collins, Inc.**

- Chairman, President and Chief Executive Officer of Rockwell Collins, Inc. (aviation electronics and communications) since June 2002
- Director of Deere since August 2007. Member of Compensation and Pension Plan Oversight Committees
- Other directorships: Rockwell Collins, Inc. and Unisys Corporation

**Thomas H. Patrick**  
Age 66

**Chairman of New Vernon Capital, LLC**

- Chairman of New Vernon Capital, LLC (private equity fund) since 2003
- Executive Vice Chairman of Merrill Lynch & Co., Inc. - November 2002 to July 2003
- Executive Vice President and Chief Financial Officer of Merrill Lynch & Co., Inc. - February 2000 to November 2002

- Director of Deere since 2000. Chair of Pension Plan Oversight Committee and member of Audit Review and Executive Committees
- Other directorships: Baldwin & Lyons, Inc. and Computer Sciences Corporation

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table shows the number of shares of Deere common stock beneficially owned as of December 31, 2009, (unless otherwise indicated) by:

- each person, who, to our knowledge, beneficially owns more than 5% of our common stock;
- each of our directors;
- all other Named Executive Officers; and
- all individuals who served as directors or executive officers at December 31, 2009, as a group.

A beneficial owner of stock is a person who has sole or shared voting power, meaning the power to control voting decisions, or sole or shared investment power, meaning the power to cause the sale of the stock. A person is also considered the beneficial owner of shares as to which the person has the right to acquire beneficial ownership (within the meaning of the preceding sentence) within 60 days. For this reason, the following table includes exercisable stock options and shares underlying RSUs that either are scheduled to settle within 60 days of December 31, 2009 or that would be settled within 60 days at the discretion of an individual identified in the table (e.g., upon retirement).

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All individuals listed in the table have sole voting and investment power over the shares unless otherwise noted. As of December 31, 2009, Deere had no preferred stock issued or outstanding.

Footnote (2) following the table provides information about director ownership of restricted stock units (RSUs) and deferred stock units. The RSUs represent stock equivalent units awarded under the Non-Employee Director Stock Ownership Plan. The RSUs are payable only in Deere common stock following retirement. The RSUs have no voting rights until they are settled in shares of stock. The deferred stock units are credited to directors under the Non-Employee Director Deferred Compensation Plan. The value of the units are subject to the same market risks as Deere common stock. The units are payable only in cash and, with limited exceptions, must be held until the director's retirement from the Board.

Footnote (3) following the table provides information about executive officer ownership of RSUs. The RSUs represent stock equivalent units awarded under the Omnibus Equity and Incentive Plan as part of long-term compensation. The RSUs have no voting rights until they are settled in shares of stock.

|  | Shares                                     |  | Total | Percent<br>of<br>Shares<br>Outstanding |
|--|--|--|-------|--|
|  | Beneficially<br>Owned Excluding<br>Options | Options<br>Exercisable<br>Within 60 Days |       |  |
| <b>Greater Than 5% Owners</b>  |  |  |       |  |
| Capital World Investors<br>333 South Hope Street<br>Los Angeles, California 90071-1447 (1) | 27,180,000                                 |  |       | 6.4%                                   |
| <b>Directors (2)</b>   |  |  |       |  |
| Samuel R. Allen  |  |  |       | *                                      |
| Crandall C. Bowles   |  |  |       | *                                      |
| Vance D. Coffman   |  |  |       | *                                      |
| Charles O. Holliday, Jr.   |  |  |       | *                                      |
| Dipak C. Jain  |  |  |       | *                                      |

|                   |  |   |
|-------------------|--|---|
| Clayton M. Jones  |  | * |
| Robert W. Lane    |  | * |
| Joachim Milberg   |  | * |
| Richard B. Myers  |  | * |
| Thomas H. Patrick |  | * |
| Aulana L. Peters  |  | * |
| David B. Speer    |  | * |

**Named Executive Officers (3)**

|                      |  |   |
|----------------------|--|---|
| James M. Field       |  | * |
| Michael J. Mack, Jr. |  | * |
| David C. Everitt     |  | * |
| James A. Israel      |  | * |
| James R. Jenkins     |  | * |
| H.J. Markley         |  | * |

**All directors and executive officers as a group (20 persons) (4)**

|  |  |   |
|--|--|---|
|  |  | * |
|--|--|---|

\* Less than 1% of the outstanding shares of Deere common stock.

(1) The ownership information for Capital World Investors (Capital World) is based on information supplied by Capital World and contained in reports of institutional investment managers filed with the SEC for the period ended September 30, 2009. Capital World holds the shares in its

capacity as a registered investment advisor on behalf of numerous investment advisory clients, none of which is known to own more than five percent of Deere's shares. Capital World has shared dispositive power over 27,180,000 shares and shared voting authority over 3,265,000 shares.

(2) The table includes restricted shares awarded to directors under Deere's Non-Employee Director Stock Ownership Plan. Restricted shares may not be transferred prior to retirement as a director. For the restricted shares for each director, see footnote (2) to the Fiscal 2009 Director Compensation Table. Directors own the following number of restricted stock units awarded under the Non-Employee Director Stock Ownership Plan and deferred stock units credited under the Non-Employee Director Deferred Compensation Plan:

| Director                 | Restricted Stock Units | Deferred Units |
|--------------------------|------------------------|----------------|
| Crandall C. Bowles       |                        |                |
| Vance D. Coffman         |                        |                |
| Charles O. Holliday, Jr. |                        |                |
| Dipak C. Jain            |                        |                |
| Clayton M. Jones         |                        |                |
| Joachim Milberg          |                        |                |
| Richard B. Myers         |                        |                |
| Thomas H. Patrick        |                        |                |
| Aulana L. Peters         |                        |                |
| David B. Speer           |                        |                |

(3)



Executive officers own the following number of RSUs awarded under our Omnibus Equity and Incentive Plan. RSUs granted to executive officers in fiscal 2003 must be held until retirement or other permitted termination of employment before they are converted to Deere common stock. RSUs granted in fiscal 2004-2007 must be held for at least five years. RSUs granted to all eligible employees in fiscal 2008-2009 must be held until retirement.

| Executive              | Restricted Units |
|------------------------|------------------|
| Samuel R. Allen        |                  |
| Robert W. Lane         |                  |
| James M. Field         |                  |
| Michael J. Mack, Jr.   |                  |
| David C. Everitt       |                  |
| James A. Israel        |                  |
| James R. Jenkins       |                  |
| H.J. Markley           |                  |
| All executive officers |                  |

- (4) The number of shares shown for all directors and executive officers as a group includes XXX shares owned jointly with family members over which the directors and executive officers share voting and investment power.

## CORPORATE GOVERNANCE

### Corporate Governance Policies

In recognition of the importance of corporate governance as a component of providing shareholder value, our Board of Directors has adopted Corporate Governance Policies for the company. Our Corporate Governance Policies are periodically reviewed and revised as appropriate by the Board to ensure that the policies reflect the Board's corporate governance objectives. Pursuant to the requirements of the NYSE, these policies meet or exceed the independence standards of the NYSE. Our Corporate Governance Policies can be found on our website at [http://www.deere.com/en\\_US/ir/corporategovernance/policies.html](http://www.deere.com/en_US/ir/corporategovernance/policies.html).

### Director Independence

As part of our Corporate Governance Policies, the Board has adopted categorical standards to assist the Board in evaluating the independence of each director. The categorical standards are intended to assist the Board in determining whether or not certain relationships between our directors and Deere or its subsidiaries (either directly or indirectly as a partner, stockholder, officer, director, trustee or employee of an organization that has a relationship with Deere) are "material relationships" for purposes of the NYSE independence standards. The categorical standards establish thresholds at which such relationships are deemed to be not material. The categorical standards are attached as Appendix D to this Proxy Statement and are included as part of the Corporate Governance Policies referenced above. A copy may also be obtained upon request to the Deere & Company Stockholder Relations Department. In addition, each director's independence is evaluated under our "Related Person Transactions Approval Policy" as discussed in the "Review and Approval of Related Persons Transactions" section below.

In November 2009 we reviewed the independence of each director, applying the independence standards set forth in our Corporate Governance Policies. The review considered relationships and transactions between each director (and his or her immediate family and affiliates) and each of the following: Deere, Deere's management and Deere's independent registered public accounting firm.

Based on this review, at the December 2009 Board Meeting, the Board affirmatively determined that the following directors have no material relationships with Deere and its subsidiaries and are independent as defined in our Corporate Governance Policies and the listing standards of the NYSE: Mrs. Bowles, Mr. Coffman, Mr. Holliday, Mr. Jain, Mr. Jones, Mr. Milberg, Mr. Myers, Mr. Patrick, Mrs. Peters and Mr. Speer. Mr. Allen and Mr. Lane are considered inside directors because of their employment relationship with Deere.

### **Review and Approval of Related Persons Transactions.**

The Board has adopted a [ ]Related Person Transactions Approval Policy[ ] (the [ ]Related Person Policy[ ]). Under the Related Person Policy, our Corporate Governance Committee is responsible for reviewing, approving and ratifying all related person transactions.

Under the Related Person Policy, a related person includes:

- (1) executive officers and directors of Deere;
- (2) any holder of 5% or more of Deere's voting securities; and
- (3) an immediate family member of anyone in categories (1) or (2).

A related person transaction is a transaction, relationship or arrangement between a related person and Deere where:

- the amount involved exceeds \$120,000; and
- any related person (as defined above) has or will have a direct or indirect material interest in the transaction.

Each year, our directors and executive officers complete annual questionnaires designed to elicit information about potential related person transactions. Deere's directors and officers must promptly advise our Corporate Secretary if there are any changes to the information previously provided.

After consultation with our General Counsel, management and outside counsel, as appropriate, our Corporate Secretary determines whether the transaction is reasonably likely to be a related person transaction. Related person transactions are submitted to the Corporate Governance Committee for consideration at its next meeting. If action is required prior to the next meeting, the transaction is submitted to the Chairperson of the Corporate Governance Committee ([ ]Chairperson[ ]) and the Chairperson's determination is then reported to the Corporate Governance Committee at its next meeting.

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When evaluating potential related person transactions, the Corporate Governance Committee or the Chairperson, as applicable, considers all reasonably available relevant facts and circumstances and approves only the related person transactions determined in good faith to be in, or not inconsistent with, our Code of Ethics and Business Conduct Guidelines, and the best interest of our stockholders.

Patrick Mack, brother of Michael J. Mack, Jr. our President, Worldwide Construction and Forestry Operations, is an employee in the Credit division of Deere. During fiscal 2009, Patrick Mack received \$393,454 in cash compensation and stock options valued at \$132,951 at the time of grant. Patrick Mack's compensation is consistent with that of other employees at his grade level. Consistent with our Corporate Governance Committee Charter, this transaction was approved by the Corporate Governance Committee after determining that it is not inconsistent with our Code of Ethics and Business Conduct Guidelines.

Following the end of fiscal 2009, Mr. Lane received certain compensation as described in the Compensation Discussion & Analysis under the heading [ ]Compensation Decisions Relating to Two Former Executives.[ ]

### **Presiding Director**

While the Board has previously utilized an independent presiding director concept, consistent with its continuing commitment to strong corporate governance and Board independence, in May 2009 the Board passed a

resolution to enhance the role of the Presiding Director. The enhanced duties under the new policy include the following:

- Presides at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors;
- Serves as liaison between the Chairman and the independent directors;
- In consultation with the other independent directors as appropriate:
- Collaborates with the Chairman regarding information sent to the Board;
- Collaborates with the Chairman to set Board meeting agendas;
- Collaborates with the Chairman to set meeting schedules to assure that there is sufficient time for discussion of all agenda items;
- Calls meetings of the independent directors when necessary and appropriate;
- Remains available for consultation and direct communication with Deere's shareholders.

Charles O. Holliday, Jr. currently serves as our Presiding Director.

### **Communication with the Board**

If you wish to communicate with the Board you may send correspondence to Corporate Secretary, Deere & Company, One John Deere Place, Moline, Illinois 61265-8098. The Secretary will submit your correspondence to the Board or the appropriate committee, as applicable.

You may communicate directly with the Presiding Director of the Board by sending correspondence to Presiding Director, Board of Directors, Deere & Company, Department A, One John Deere Place, Moline, Illinois 61265-8098.

## **COMMITTEES**

The Board met seven times during fiscal 2009. Directors are expected to attend Board meetings, meetings of committees on which they serve and stockholder meetings. Directors are expected to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. During fiscal 2009, all directors attended 75% or more of the meetings of the Board and committees on which they served. All directors attended the annual stockholder meeting in February 2009.

Each Board meeting normally begins with a session between the CEO and the independent directors. This provides a platform for discussions outside the presence of the non-Board management attendees, as well as an opportunity for the independent directors to go into executive session (without the CEO)

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if requested by any director. The outside directors may meet in executive session, without the CEO, at any time, and are scheduled for such non-management executive sessions at each regularly scheduled Board meeting. The Presiding Director will preside over these executive sessions.

The Board has delegated some of its authority to the following five committees of the Board: the Executive Committee, the Compensation Committee, the Corporate Governance Committee, the Pension Plan Oversight Committee and the Audit Review Committee. Each such committee has adopted a charter that complies with current NYSE rules relating to corporate governance matters. Copies of the committee charters, as well as our Code of Ethics and Business Conduct Guidelines, are available at [www.JohnDeere.com/corpgov](http://www.JohnDeere.com/corpgov). A copy of these charters and policies also may be obtained upon request to the Deere & Company Stockholder Relations Department.

### **The Executive Committee**

The Executive Committee may act on behalf of the Board if a matter requires Board action between meetings of the full Board. The Executive Committee's authority concerning certain significant matters is limited by law and our Bylaws.

**The Compensation Committee**

The Compensation Committee approves compensation for executive officers of Deere and makes recommendations to the Board regarding incentive and equity-based compensation plans.

The Compensation Committee's responsibilities include:

- Evaluating and approving the compensation of our executive officers, including reviewing and approving corporate performance goals and objectives related to the compensation of our executive officers;
- Evaluating Deere's performance and the performance of the executive officers relative to compensation goals and objectives;
- Determining and approving, either as the Compensation Committee, or together with other independent directors (as directed by the Board) the executive officers' compensation levels based on the Committee's evaluation of their performance;
- Evaluating and approving compensation grants to executive officers under our equity-based and incentive compensation plans, policies and procedures;
- Overseeing our policies on structuring compensation programs for executive officers to preserve tax deductibility;
- Establishing and certifying the attainment of performance goals pursuant to section 162(m) of the Internal Revenue Code when required;
- Exercising the powers of the Committee set forth in any compensation plan established by the Board;
- Retaining and terminating any independent advisors used by the Committee to assist it in fulfilling its responsibilities;
- Approving the fees and other retention terms of any independent advisors to the Committee;
- Delegating authority to subcommittees and to Deere for administration or other duties when the Committee deems it appropriate;

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- Adopting procedures and guidelines as the Committee deems appropriate to carry out its oversight functions;
- Producing any required reports on executive compensation required to be included in our filings with the SEC;
- Reviewing and discussing with our management the Compensation Discussion and Analysis (CD&A) to be included in our filings with the SEC;
- Determining whether to recommend to the Board that the CD&A be included in our filings with the SEC;
- Making regular reports to the full Board on the activities of the Committee;
- Evaluating annually the performance and effectiveness of the Committee and reporting to the Board on the results; and
- Performing such other duties as may be assigned to the Committee by law or the Board.

The Committee currently retains Watson Wyatt & Company as its compensation consultant to provide independent advice and ongoing recommendations regarding executive compensation. The scope of the compensation consultant's work includes the following:

- Provide independent input for the Committee's decision-making with respect to executive compensation;

- Provide independent input for the Corporate Governance Committee's decision-making with respect to director compensation;
- Advise the Committee on how best to make compensation decisions balancing stockholder interests with those of management;
- Apprise the Committee of best practices regarding executive compensation; and
- Provide market data as a reference for the Committee to consider in evaluating base salaries and variable pay awards (both the forms of payments and the amounts) of the Named Executive Officers (["Named Executives"]).

The annual Compensation Committee report follows the CD&A section of this Proxy Statement. Our processes and procedures for considering and determining executive compensation are more fully described in the CD&A.

### **The Corporate Governance Committee**

The Corporate Governance Committee monitors corporate governance policies and procedures and serves as the nominating committee for Board directors. The primary functions performed by the Committee include:

- Developing, recommending and monitoring corporate governance policies and procedures for Deere and the Board;
- Identifying and recommending to the Board individuals to be nominated as a director;
- Ensuring that the Chairman periodically reviews our plans regarding succession of senior management with the Committee and with all other independent directors;

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- Making recommendations concerning the size, composition, committee structure, fees for the Board and criteria for tenure and retention of directors;
  - Overseeing our Office of Corporate Compliance;
  - Overseeing the evaluation of our management; and
  - Reviewing and reporting to the Board on the performance and effectiveness of the Board and the Corporate Governance Committee.

The Committee will consider candidates for nomination as a director recommended by stockholders, directors, officers, third party search firms and other sources. In evaluating candidates, the Committee considers the needs of the Board and the attributes of the candidate (including skills, experience, international versus domestic background, diversity, age, and legal and regulatory requirements). The Committee will review all candidates in the same manner, regardless of the source of the recommendation. The Committee will consider individuals recommended by stockholders for nomination as a director in accordance with the procedures described under the ["Stockholder Proposals and Nominations"] section of this Proxy Statement.

The Board has determined that under current NYSE listing standards all members of the Corporate Governance Committee are independent.

### **The Pension Plan Oversight Committee**

The Pension Plan Oversight Committee oversees our pension plans. The Committee establishes corporate policy with respect to the pension plans, and reviews funding policies. The Committee also has authority to make substantive amendments and modifications to the pension plans. The Committee reports to the Board on its activities.

**The Audit Review Committee**

The Audit Review Committee's duties and responsibilities include, among other things:

- Retaining, overseeing and evaluating an independent registered public accounting firm to audit our annual financial statements and internal control over financial reporting;
- Assisting the Board in overseeing the integrity of our financial statements, compliance with legal requirements, the independent registered public accounting firm's qualifications, independence and performance, and the performance of our internal auditors;
- Determining whether to recommend to the Board that the financial statements and related disclosures be included in our annual report filed with the SEC;
- Considering whether the provision by the independent registered public accounting firm of services not related to the annual audit and quarterly reviews is consistent with maintaining the external auditors' independence;
- Approving the scope of the audit in advance;

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- Reviewing the financial statements and the audit report with management and the independent registered public accounting firm;
- Reviewing earnings and financial releases with management;
- Reviewing our procedures relating to business ethics;
- Consulting with the internal audit staff and reviewing the internal audit function and the adequacy of the internal control over financial reporting;
- Reviewing the adequacy of the Audit Review Committee charter;
- Reviewing policies relating to risk assessment and management;
- Setting hiring policies for employees of the independent registered public accounting firm; and
- Approving all engagements for audit and non-audit services by the independent registered public accounting firm.

The Audit Review Committee reports to the Board on its activities and findings.

The Board has determined that under current NYSE listing standards all members of the Audit Review Committee are independent and financially literate. The Board also determined that Mr. Holliday, Mr. Patrick and Mrs. Peters are "audit committee financial experts" as defined by the SEC and that each has accounting or related financial management expertise as required by NYSE listing standards.

The Audit Review Committee annual report follows the "Compensation of Directors" section of this Proxy Statement.

The following table shows the current membership of each committee and the number of meetings held by each committee during fiscal 2009:

| Director                 | Executive Committee | Compensation Committee | Corporate Governance Committee | Pension Plan Oversight Committee | Audit Review Committee |
|--------------------------|---------------------|------------------------|--------------------------------|----------------------------------|------------------------|
| Samuel R. Allen          | X                   |                        |                                |                                  |                        |
| Crandall C. Bowles       | X                   | X                      | Chair                          |                                  |                        |
| Vance D. Coffman         | X                   | Chair                  | X                              |                                  |                        |
| Charles O. Holliday, Jr. | X                   |                        | X                              |                                  | Chair                  |
| Dipak C. Jain            |                     |                        |                                | X                                | X                      |

|                      |       |   |   |       |   |
|----------------------|-------|---|---|-------|---|
| Clayton M. Jones     |       | X |   | X     |   |
| Robert W. Lane       | Chair |   |   |       |   |
| Joachim Milberg      |       |   | X |       | X |
| Richard B. Myers     |       | X |   | X     |   |
| Thomas H. Patrick    | X     |   |   | Chair | X |
| Aulana L. Peters     |       |   | X |       | X |
| David B. Speer       |       | X |   | X     |   |
| Fiscal 2009 meetings | 0     | 7 | 4 | 2     | 4 |

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### COMPENSATION OF DIRECTORS

We pay non-employee directors an annual retainer along with additional fees to committee chairpersons as described below. We do not pay any other committee retainers or meeting fees. In addition, we award non-employee directors restricted stock units (RSUs) upon their election to the Board and at each annual meeting during their service as directors. A person who becomes a non-employee director between annual meetings, or who serves a partial term, receives a prorated retainer and a prorated RSU award. We also reimburse directors for expenses related to meeting attendance. Directors who are employees receive no additional compensation for serving on the Board or its committees. Compensation for non-employee directors is reviewed annually by the Corporate Governance Committee. No changes were made for fiscal 2009 director compensation. The following chart describes amounts paid and the value of awards granted:

|   |                |
|---|----------------|
| Date Approved by Corporate Governance Committee | August 2007    |
| Effective Date of Annual Amounts                | September 2007 |
| Retainer  | \$ 100,000     |
| Equity Award                                    | \$ 100,000     |
| Audit Committee Chair Fee                       | \$ 15,000      |
| Compensation Committee Chair Fee                | \$ 15,000      |
| Other Committee Chair Fees                      | \$ 10,000      |

Under our Non-Employee Director Deferred Compensation Plan, directors may choose to defer some or all of their annual retainers until retirement as a director. A director may elect to have these deferrals invested in either an interest-bearing account or in an account with a return equivalent to an investment in Deere common stock.

Until fiscal 2008, non-employee directors received the equity award in the form of restricted stock. Beginning in fiscal 2008, directors receive the equity award in the form of RSUs. We do not impose stock ownership requirements on directors but do require them to hold all equity awards until one of the following triggering events: retirement from the Board, permanent and total disability, death, or a change in control of Deere. The directors are prohibited from selling, gifting or otherwise disposing of their RSUs prior to a triggering event. While the restrictions are in effect, the non-employee directors may vote the restricted shares, receive dividends on the restricted shares and receive dividend equivalents on the RSUs.

In fiscal 2009, we provided the following annual compensation to non-employee directors:

#### Fiscal 2009 Director Compensation Table

| Name | Fees Earned or    |                   | Nonqualified Deferred      | Total |
|------|-------------------|-------------------|----------------------------|-------|
|      | Paid in Cash (\$) | Stock Awards (\$) | Compensation Earnings (\$) |       |
|      | (1)               | (2)               | (3)                        | (4)   |

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|                          |            |           |          |            |
|--------------------------|------------|-----------|----------|------------|
| Crandall C. Bowles       | \$ 110,000 | \$ 99,998 | \$ 0     | \$ 209,998 |
| Vance D. Coffman         | \$ 111,250 | \$ 99,998 | \$ 0     | \$ 211,248 |
| T. Kevin Dunnigan (4)    | \$ 45,417  | \$ 0      | \$ 0     | \$ 45,417  |
| Charles O. Holliday, Jr. | \$ 111,250 | \$ 99,998 | \$ 0     | \$ 211,248 |
| Dipak C. Jain            | \$ 100,000 | \$ 99,998 | \$ 5,068 | \$ 205,066 |
| Clayton M. Jones         | \$ 100,000 | \$ 99,998 | \$ 0     | \$ 199,998 |
| Arthur L. Kelly (4)      | \$ 45,417  | \$ 0      | \$ 2,459 | \$ 47,876  |
| Antonio Madero B. (4)    | \$ 41,667  | \$ 0      | \$ 0     | \$ 41,667  |
| Joachim Milberg          | \$ 100,000 | \$ 99,998 | \$ 0     | \$ 199,998 |

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| Name               | Fees Earned or |              | Nonqualified Deferred Compensation |            |
|--------------------|----------------|--------------|------------------------------------|------------|
|                    | Paid in Cash   | Stock Awards | Earnings                           | Total      |
|                    | (1)            | (2)          | (3)                                | (4)        |
| Richard B. Myers   | \$ 100,000     | \$ 99,998    | \$ 0                               | \$ 199,998 |
| Thomas H. Patrick  | \$ 110,000     | \$ 99,998    | \$ 0                               | \$ 209,998 |
| Aulana L. Peters   | \$ 100,000     | \$ 99,998    | \$ 0                               | \$ 199,998 |
| David B. Speer (5) | \$ 87,500      | \$ 110,686   | \$ 0                               | \$ 198,186 |

(1) All fees earned in fiscal 2009, including Committee Chairperson fees, whether paid in cash or deferred under the Non-Employee Director Deferred Compensation Plan, are included in this column. Messrs. Coffman, Holliday, Dunnigan, and Kelly received pro-rata chair fees in fiscal 2009.

(2) Represents the grant date fair value of RSUs for financial statement reporting purposes in accordance with accounting principles generally accepted in the United States of America (GAAP). These amounts represent our accounting expense for these awards and do not correspond to the actual value that will be realized by the non-employee directors. All grants are fully expensed in the fiscal year granted based on the grant price (the average of the high and low price for Deere common stock on the grant date). For fiscal 2009, the grant date was March 4, 2009, and the grant price was \$26.99. The non-employee director grant date is seven calendar days after the annual meeting of stockholders. The grant price for the pro-rated RSU award as discussed in footnote (5) below was \$33.40. The assumptions made in valuing the RSUs reported in this column are discussed in Note 24, "Stock Option and Restricted Stock Awards" of our consolidated financial statements filed with the SEC on Form 10-K for the fiscal year ended October 31, 2009. We recognize the compensation cost on the RSU awards in the fiscal year they are granted because directors are eligible to receive payment of the awards upon cessation of service as a member of the Board. The following table lists the cumulative restricted shares and RSUs held by current directors as of October 31, 2009. These shares and units may not be transferred prior to retirement as a director.

| Director Name      | Restricted Shares | RSUs  |
|--------------------|-------------------|-------|
| Crandall C. Bowles | 19,916            | 4,842 |



|                          |        |       |
|--------------------------|--------|-------|
| Vance D. Coffman         | 6,532  | 4,842 |
| Charles O. Holliday, Jr. | 1,160  | 4,842 |
| Dipak C. Jain            | 13,234 | 4,842 |
| Clayton M. Jones         | 824    | 4,842 |
| Joachim Milberg          | 10,708 | 4,842 |
| Richard B. Myers         | 3,176  | 4,842 |
| Thomas H. Patrick        | 19,252 | 4,842 |
| Aulana L. Peters         | 12,008 | 4,842 |
| David B. Speer (5)       | 0      | 4,025 |

(3) Directors are eligible to participate in the Non-Employee Director Deferred Compensation Plan. Under this plan, participants may defer part or all of their annual cash compensation. In addition, when the non-employee director retirement plan was eliminated in 1997, participating directors at that time received a lump sum deferral to the plan equal to the present value of the life annuity offered under the former retirement plan. For these deferrals, two investment choices are available:

- an interest bearing alternative which pays interest at the end of each calendar quarter based on the prime rate as determined by the Federal Reserve Statistical Release plus 2% for amounts deferred prior to fiscal 2010. For amounts deferred starting in fiscal 2010, the interest rate is based on the Moody's A rated Corporate Bond Rate; or

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- an equity alternative denominated in units of Deere common stock which earns additional shares each quarter at the quarterly dividend rate on Deere common stock.

The amounts included in this column represent the above-market earnings on the interest bearing investment alternative. Above-market earnings represent the difference between the prime rate as determined by the Federal Reserve Statistical Release plus 2% and 120% of the applicable federal long-term rate. The elimination of above market earnings on voluntary deferred compensation for deferrals made after fiscal 2009 is consistent with the change in interest rate on voluntary deferred compensation for the Named Executives.

(4) Messrs. Dunnigan, Kelly and Madero's terms expired at the annual meeting of shareholders held on February 25, 2009. The amounts in the Fees Earned column reflect payment for service through that date. Amounts in the Nonqualified Deferred Compensation Earnings column represent earnings for the entire fiscal year.

(5) Mr. Speer was elected to the Board on November 15, 2008. His amounts reflect a partial year award for the retainer fees, a pro-rated RSU award for November 2008 until February 2009, and a full RSU award in March 2009.

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*The reports of the Audit Review Committee and the Compensation Committee that follow will not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement or future filings into any filing under the Securities Act of 1933 or under the Securities Exchange Act of 1934, except to the extent that Deere specifically incorporates the information by reference, and will not otherwise be deemed filed under these Acts.*

## AUDIT REVIEW COMMITTEE REPORT

To the Board of Directors:

The Audit Review Committee consists of the following members of the Board of Directors: Charles O. Holliday, Jr. (Chair), Dipak C. Jain, Joachim Milberg, Thomas H. Patrick and Aulana L. Peters. Each of the members is independent as defined under the rules of the New York Stock Exchange (  NYSE  ). The Audit Review Committee is responsible for assisting the Board of Directors in fulfilling its oversight responsibilities pertaining to the accounting, auditing and financial reporting processes of Deere & Company (  Deere  ). Management is responsible for establishing and maintaining Deere  s internal control over financial reporting and for preparing financial statements in accordance with accounting principles generally accepted in the United States of America. The Audit Review Committee is directly responsible for the appointment, oversight, compensation and retention of Deloitte & Touche LLP, the independent registered public accounting firm for Deere. Deloitte & Touche LLP is responsible for performing an independent audit of Deere  s annual financial statements and internal control over financial reporting, and expressing opinions on (i) the conformity of Deere  s financial statements with accounting principles generally accepted in the United States of America and (ii) the effectiveness of internal control over financial reporting.

All members of the Audit Review Committee are financially literate under the applicable NYSE rules, and the following members of the Committee    Mr. Holliday, Mr. Patrick and Mrs. Peters    are   audit committee financial experts   within the meaning of that term as defined by the Securities and Exchange Commission (  SEC  ) in Regulation S-K under the Securities Exchange Act of 1934, as amended. The Audit Review Committee has a written charter describing its responsibilities, which has been approved by the Board of Directors and is available on Deere  s website at [www.deere.com/corpgov](http://www.deere.com/corpgov). The Audit Review Committee  s responsibility is one of oversight. Members of the Audit Review Committee rely on the information provided and the representations made to them by management, which has primary responsibility for establishing and maintaining appropriate internal control over financial reporting, and for Deere  s financial statements and reports; and by the independent registered public accounting firm, which is responsible for performing an audit in accordance with Standards of the Public Company Accounting Oversight Board (United States) (  PCAOB  ) and expressing opinions on (i) the conformity of Deere  s financial statements with accounting principles generally accepted in the United States and (ii) the effectiveness of internal control over financial reporting.

In this context, we have reviewed and discussed with management Deere  s audited financial statements as of and for the year ended October 31, 2009.

We have discussed with Deloitte & Touche LLP, the independent registered public accounting firm for Deere, the matters required to be discussed by American Institute of Certified Public Accountants, *Professional Standards*, Vol. 1. AU Section 380), as adopted by PCAOB in Rule 3200T.

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We have received and reviewed the written disclosures and the letter from Deloitte & Touche LLP required by applicable requirements of the PCAOB regarding the independent registered public accounting firm  s communications with the Audit Review Committee concerning independence, and have discussed with them their independence. We have concluded that Deloitte & Touche LLP  s provision of audit and non-audit services to Deere is compatible with their independence.

Based on the reviews and discussions referred to above, and exercising our business judgment, we recommend to the Board of Directors that the financial statements referred to above be included in Deere  s Annual Report on Form 10-K for the fiscal year ended October 31, 2009 for filing with the SEC. We have selected Deloitte & Touche LLP as Deere & Company  s independent registered public accounting firm for fiscal 2010, and have approved submitting the selection of the independent registered public accounting firm for ratification by the shareholders.

**Audit Review Committee**

Charles O. Holliday, Jr. (Chair)  
Dipak C. Jain  
Joachim Milberg  
Thomas H. Patrick  
Aulana L. Peters

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## COMPENSATION DISCUSSION & ANALYSIS (CD&A)

### Introduction

The CD&A is organized as follows:

- Overview of our Named Executive Officers;
- Executive summary describing our compensation strategy and philosophy;
- Description of the roles of the Compensation Committee (Committee) of the Board of Directors and the Compensation Consultant;
- Discussion of our peer group and market data;
- Description of certain CEO and business changes in fiscal 2009;
- Explanation of the elements of executive compensation and Deere's performance metrics along with a comparison of these elements to the marketplace;
- Analysis of total direct compensation;
- Description of indirect compensation elements and rationale; and
- Discussion of certain Committee decisions relating to compensation for fiscal 2010.

Following the CD&A are a series of tables containing detailed information about the compensation earned by the following executive officers listed in the Summary Compensation Table (each a Named Executive) in fiscal 2009.

### Named Executive Officers

The following table shows senior leadership changes that occurred during fiscal 2009:

| Name                 | Previous Position  | Current Position  |
|----------------------|--|---|
| Samuel R. Allen      | President, Worldwide Construction & Forestry Operations*               | President and Chief Executive Officer effective August 1, 2009  |
| Robert W. Lane       | Chairman, President and Chief Executive Officer                        | Chairman effective until February 24, 2010; Retired as employee effective December 31, 2009                   |
| James M. Field       | President, (former) Commercial & Consumer Equipment Operations         | Senior Vice President and Chief Financial Officer effective June 1, 2009                                      |
| Michael J. Mack, Jr. | Senior Vice President and Chief Financial Officer                      | President, Worldwide Construction & Forestry Operations effective June 1, 2009                                |
| David C. Everitt     | President, Agricultural Equipment Operations                           | President, Agricultural Equipment Operations  |
| James A. Israel      | President, John Deere Credit   | President, John Deere Credit  |
| James R. Jenkins     | Senior Vice President and General Counsel                              | Senior Vice President and General Counsel   |
| H.J. Markley         | Executive Vice President, Worldwide Parts and Global Supply Management | Executive Vice President, Worldwide Parts and Global Supply Management; Retired effective December 31, 2009** |

\* During the transition to CEO, Mr. Allen served as President and Chief Operating Officer from June 1, 2009 to August 1, 2009. Effective February 24, 2010, Mr. Allen is appointed Chairman of the Board of Directors.

\*\* Mr. Markley is no longer an active employee of Deere as of August 28, 2009. Mr. Markley's effective retirement date was December 31, 2009, due to his use of accumulated vacation.

### Executive Summary

At Deere, we aspire to distinctively serve our customers □ those linked to the land □ through a great business. To achieve this aspiration, our strategy is:

- Exceptional operating performance;
- Disciplined growth of shareholder value added (□SVA□); and
- Aligned high-performance teamwork.

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Execution of this strategy is expected to create a sustainable business that rewards our customers, our employees and our stockholders. The following CD&A describes how our employees, particularly our Named Executives, are rewarded through our compensation programs.

### Compensation Philosophy

Our longstanding compensation philosophy includes the principles of paying for performance, supporting business strategies and paying competitively. The Committee believes that this philosophy continues to drive our salaried employees to produce positive results for Deere and our shareholders. This philosophy drives our compensation design, as described under the section □Total Rewards Strategy,□ which was approved by the Board in August 2002. Total Rewards Strategy represents the collaboration between Deere and its salaried employees to strive for higher company performance, while maintaining our core values of quality, innovation, integrity and commitment.

### Total Direct Compensation

Total direct compensation, consisting of base salary, Short-Term Incentive (□STI□), Mid-Term Incentive (□MTI□) and Long-Term Incentive (□LTI□), is the focus of the Committee's annual review of compensation for the Named Executives. Base salary, STI and MTI awards are delivered in cash. Long-term incentives consist of equity awards including RSUs and stock options. Indirect compensation includes perquisites, retirement benefits, deferred compensation and post-employment benefits.

The following table summarizes the direct compensation elements awarded to Named Executives in fiscal 2009 using (a) salary and non-equity incentive plan compensation as reported in the Summary Compensation Table; (b) the full grant date value for RSUs awarded in fiscal 2009; and (c) the full binomial value for stock options awards in fiscal 2009. Inclusion of this table is not intended to replace the Fiscal 2009 Summary Compensation Table, but rather to demonstrate how the Committee views the compensation awarded to Named Executives during the year and at the time equity awards are granted. Market data for most of the companies in our peer group is available using this methodology.

| Name                 | Fiscal Year | Stock Awards |             | Option Awards | Non-Equity Incentive Plan Compensation | Total Direct Compensation | % change from prior year |
|----------------------|-------------|--------------|-------------|---------------|--|---------------------------|--------------------------|
|                      |             | Salary       | (RSUs)      |               |  |                           |                          |
| Samuel R. Allen      | 2009        | \$ 795,965   | \$ 829,038  | \$ 818,914    | \$1,606,687                            | \$4,050,604               | -5%                      |
|                      | 2008        | \$ 578,205   | \$ 852,938  | \$ 803,743    | \$2,006,962                            | \$4,241,848               | 9%                       |
|                      | 2007        | \$ 546,521   | \$ 783,385  | \$ 684,820    | \$1,877,143                            | \$3,891,869               |                          |
| Robert W. Lane       | 2009        | \$1,512,779  | \$3,769,920 | \$3,723,837   | \$4,864,800                            | \$13,871,336              | -12%                     |
|                      | 2008        | \$1,435,545  | \$3,807,980 | \$3,588,470   | \$6,930,421                            | \$15,762,416              | 10%                      |
|                      | 2007        | \$1,306,280  | \$3,505,059 | \$3,063,858   | \$6,393,070                            | \$14,268,267              |                          |
| James M. Field*      | 2009        | \$ 492,321   | \$ 557,650  | \$ 550,845    | \$1,282,097                            | \$2,882,913               |                          |
| Michael J. Mack, Jr. | 2009        | \$ 582,821   | \$ 682,357  | \$ 674,027    | \$1,342,033                            | \$3,281,238               | -15%                     |
|                      | 2008        | \$ 543,367   | \$ 722,018  | \$ 680,425    | \$1,930,241                            | \$3,876,051               | 13%                      |
|                      | 2007        | \$ 515,646   | \$ 570,922  | \$ 499,048    | \$1,834,698                            | \$3,420,314               |                          |
| David C. Everitt     | 2009        | \$ 624,820   | \$ 829,474  | \$ 819,332    | \$1,378,309                            | \$3,651,935               | -14%                     |
|                      | 2008        | \$ 590,115   | \$ 861,288  | \$ 811,639    | \$2,008,179                            | \$4,271,221               | 10%                      |
|                      | 2007        | \$ 552,299   | \$ 777,096  | \$ 679,294    | \$1,885,089                            | \$3,893,778               |                          |
| James A. Israel      | 2009        | \$ 460,863   | \$ 561,855  | \$ 555,011    | \$1,266,818                            | \$2,844,547               | -15%                     |
|                      | 2008        | \$ 438,950   | \$ 594,561  | \$ 560,288    | \$1,770,228                            | \$3,364,027               |                          |
| James R. Jenkins*    | 2009        | \$ 546,225   | \$ 665,896  | \$ 657,780    | \$1,324,864                            | \$3,194,765               |                          |
| H. J. Markley        | 2009        | \$ 592,842   | \$ 722,776  | \$ 713,964    | \$1,356,564                            | \$3,386,146               | -18%                     |

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|      |            |            |            |             |             |    |
|------|------------|------------|------------|-------------|-------------|----|
| 2008 | \$ 564,654 | \$ 809,772 | \$ 763,149 | \$1,983,925 | \$4,121,500 | 8% |
| 2007 | \$ 538,596 | \$ 742,556 | \$ 649,131 | \$1,880,550 | \$3,810,833 |    |

\* Messrs. Field and Jenkins met the criteria for inclusion as Named Executives for the first time in fiscal 2009. Therefore, only data for fiscal 2009 is included.

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As seen from the above table, total direct compensation is lower in fiscal 2009 than fiscal 2008 primarily due to lower non-equity incentive compensation which is further explained in the Short-Term Incentive section. Using the most currently available market data at the time compensation actions occurred in December 2008, Committee decisions resulted in total direct compensation:

- slightly above 50<sup>th</sup> percentile of our peer group for the former CEO (Mr. Lane); and
- slightly below, on average, the 75<sup>th</sup> percentile for the remaining Named Executives.

See the [Review and Approval of Total Direct Compensation] section below for an overview of compensation delivery for fiscal 2009.

### *Pay for Performance Analysis*

In the course of reviewing our overall executive compensation program, our compensation consultant, Watson Wyatt & Company, reviewed the relationship between long-term compensation (as further described in the [Long-Term Compensation] section below) and our performance. This review was conducted in order to assess whether the long-term compensation delivered to Named Executives for the prior four fiscal years (2006-2009) has been commensurate with our performance relative to our peer group as identified in the [Peer Group and Market Data] section below. For purposes of this review, company performance is defined as total shareholder return and long-term compensation is defined by [realizable value] which is the sum of:

- (i) the value of any in-the-money stock options granted over the four-year period reviewed (the difference between the closing price for Deere common stock on October 31, 2009, which was \$45.55, and the option exercise price);
- (ii) the current value of restricted shares granted over the four-year period reviewed; and
- (iii) the value of payouts made under the MTI for the four-year performance period ending in 2009.

This analysis reveals that we achieved total shareholder return in the upper quartile of the peer group from fiscal 2006-2009 while realizable values for long-term compensation for the Named Executives were between the median and 75<sup>th</sup> percentile of the peer group. The Committee believes this analysis demonstrates an appropriate relationship between our long-term compensation and company performance.

Since we did not achieve maximum STI payout for fiscal 2009, total direct compensation for the Named Executives is between median and upper quartile as compared to the peer group. The Committee believes that although our performance in terms of total shareholder return was in the upper quartile, the Named Executives' total direct compensation is appropriate given the company's STI and MTI results as compared to the performance metrics established at the beginning of the year.

### *Committee Actions in Fiscal 2009*

The Committee reviews our executive compensation programs on an ongoing basis. Recent actions of the Committee include:

- Increased base salaries in December 2008 for Named Executives between 5-10% to better align with market data available at the time;
- Approved a four-year performance period covering fiscal 2009-2012 for MTI which increased the amount of SVA required to achieve a maximum payout from \$4.15 billion to \$5.7 billion;
- Reduced the number of RSUs and options granted in December 2008 as further explained in footnote (3) to the Grants of Plan-Based Awards Table;

- Starting with calendar 2009, eliminated tax gross ups except for those related to moving expenses or international assignments as available to all employees;
- Limited CEO's personal usage of company aircraft to approximately 100 hours;

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- Adopted a Change in Control Program to replace existing Change in Control Agreements and included the following benefit changes:
  - Changed the calculation of executive bonus to a multiple of target bonus rather than the greater of target or actual bonus earned;
  - Eliminated excise tax gross up; and
  - Eliminated additional years of service credit under the supplemental retirement benefit program;
- Generally moved from a single trigger to a double trigger change in control provision in the Omnibus Plan to be submitted for shareholder approval at the February 2010 annual meeting;
- Eliminated above-market earnings on voluntary deferred compensation for amounts deferred after fiscal 2009;
- Established a policy, effective at the beginning of fiscal 2010, requiring Named Executives to fully reimburse Deere for security services; and
- Approved changes to STI, MTI, and LTI for fiscal 2010 (see further explanation of changes below in Committee Actions Related to Fiscal 2010.).

Although the required focus of the CD&A is on compensation for the Named Executives, the compensation programs discussed below apply, in many cases, to groups of employees beyond the Named Executives.

### **Total Rewards Strategy (TRS)**

TRS includes base salary, short-term, mid-term and long-term incentive compensation as well as employee benefits. The award range and value from each of the incentive components of compensation is tied to our performance through association with an operating metric or as a function of our stock price. We have chosen metrics that align employee compensation, including compensation for the Named Executives, to our business strategy. This alignment is further accomplished by keeping our metrics simple, transparent and consistently communicated from year to year. SVA, for example, has been published in the annual report every year since 2002 in the section following the Chairman's letter.

TRS was communicated throughout the Deere enterprise prior to implementation in fiscal 2004 and applies to the majority of salaried employees in addition to all of the Named Executives.

TRS is supported by the following principles deriving from our compensation philosophy:

- Structure each element of compensation to provide total reward opportunity sufficient to attract, retain and motivate high-caliber executives;
- As Named Executives assume greater responsibility:
  - A larger portion of their total compensation should be at risk in the form of short-term, mid-term and long-term incentive awards; and
  - A larger portion of their incentive awards should be focused on long-term awards to drive sustainable shareholder value;
- Provide the appropriate level of reward for performance:
  - Below median total compensation for substandard company performance;
  - Median total compensation for median levels of company performance; and
  - Upper quartile total compensation for sustained upper quartile company performance;

- Recognize the cyclical nature of our equipment businesses and the need to manage value throughout the business cycle;
- Provide significant opportunity and incentives for Named Executives to be long-term stockholders of Deere;
- Structure our compensation programs to meet the tax deductibility criteria in the U.S. Internal Revenue Code (IRC) where practicable; and
- Structure our compensation programs to be regarded positively by our stockholders and employees.

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## Compensation Committee

The Committee is responsible for reviewing and approving corporate goals and objectives relevant to compensation for the majority of salaried employees, evaluating the Named Executives' performance in relation to these goals, and evaluating and approving compensation of the Named Executives. See the "Committees" section of this Proxy Statement for a detailed listing of Committee responsibilities and members.

The Committee does not delegate any responsibilities related to the compensation of Named Executives and the Committee exercises its independent judgment when approving executive compensation. No member of the Committee is a former or current officer of Deere or any of its subsidiaries.

The Committee periodically reviews compensation delivery to ensure its alignment with our business strategy and performance, market practices and the interest of employees and stockholders. In addition, the Committee periodically reviews market practices for all elements of executive compensation and approves necessary adjustments to remain competitive.

The Corporate Governance Committee of the Board directs an annual evaluation process of the Chief Executive Officer (CEO). Generally, at the Board meeting in August each year, the full Board (in executive session without the CEO present) evaluates the CEO's performance. The Committee considers the Board's evaluation when providing recommendations to the Board for the CEO's compensation. The Committee's recommendations for the CEO's compensation are presented to and approved by the independent members of the Board. The CEO does not play a role in and is not present during discussions regarding his own compensation.

The CEO plays a significant role in setting the compensation for the other Named Executives. The CEO presents an evaluation of each Named Executive's individual performance. The CEO also provides his recommendations for changes to the Named Executives' base salaries and LTI awards. Since the STI and MTI awards are calculated using predetermined factors, the CEO does not provide recommendations for changes to the other Named Executives' STI and MTI awards. The Committee has the discretion to accept, reject or modify the CEO's recommendations. The other Named Executives are not present during these discussions.

## Compensation Committee Consultant

During fiscal 2009 the Committee retained Watson Wyatt & Company to replace Hewitt Associates LLC (Hewitt) as its Compensation Consultant (Consultant) and to assist with designing our executive compensation program, reviewing compensation relative to our performance and the competitive market and monitoring the effectiveness of our executive compensation program. In view of the actuarial and human resources consulting services that Hewitt has historically provided, and continues to provide, to Deere, the Committee determined that retaining a consultant that does not provide other significant services to Deere would help ensure that it was receiving, and was understood by all relevant constituencies to be receiving, an independent perspective on executive compensation. The Consultant attends Committee meetings, reviews compensation data with the Committee and participates in general discussions regarding executive compensation issues.

While the Committee considers input from the Consultant, ultimately the Committee's decisions reflect many factors and considerations. Personnel in our human resources department, along with the Vice President, Human Resources, work with the Consultant at the direction of the Committee to develop materials and analysis essential to the Committee's compensation determinations and evaluations. Such materials include competitive market assessments and summaries of current legal and regulatory developments.

The Consultant periodically meets independently with the Chairman of the Committee to discuss compensation matters. In addition, the Consultant regularly participates in executive sessions with the Committee (without any of our personnel or executives present) to discuss compensation matters.

Hewitt provided consultation to the Committee related to compensation decisions made for fiscal 2009. Watson Wyatt & Company provided additional analysis during fiscal 2009 and guidance on fiscal 2010 compensation targets and performance metrics. Hewitt continues to provide the Committee with market data for our peer group companies while also providing Deere with actuarial and human resource consulting services. Watson Wyatt & Company provides no other significant services to Deere.

### Peer Group and Market Data

To ensure that total compensation for Named Executives is aligned to the market, based on information provided by the Consultant, we benchmarked compensation and performance against the following peer group for fiscal 2009.

|                                    |                                 |
|------------------------------------|---------------------------------|
| 3M Company                         | Johnson Controls Inc.           |
| Alcoa Inc.                         | Lockheed Martin Corporation     |
| Caterpillar Inc.                   | Northrop Grumman Corporation    |
| Cummins Inc.                       | PACCAR Inc.                     |
| Eaton Corporation                  | Parker Hannifin Corporation     |
| Emerson Electric Company           | PPG Industries Inc.             |
| General Dynamics Corporation       | Raytheon Company                |
| The Goodyear Tire & Rubber Company | Textron Inc.                    |
| Honeywell International Inc.       | United Technologies Corporation |
| Illinois Tool Works Inc.           | Whirlpool Corporation           |
| Ingersoll-Rand Company Limited     | Xerox Corporation               |

These companies are similar to Deere in sales volume, products, services, market capitalization and/or global presence.

| Company                 | Fiscal Year | Employees | Revenue*<br>Fiscal Year<br>(\$MM) | Market Value<br>At Oct 31, 2009<br>(\$MM) |
|-------------------------|-------------|-----------|-----------------------------------|---|
| 3M                      | Dec 08      | 79,183    | \$25,269                          | \$52,084                                  |
| Alcoa                   | Dec 08      | 87,000    | \$26,901                          | \$12,102                                  |
| Caterpillar             | Dec 08      | 112,887   | \$51,324                          | \$34,302                                  |
| Cummins                 | Dec 08      | 39,800    | \$14,354                          | \$8,690                                   |
| Eaton                   | Dec 08      | 75,000    | \$15,376                          | \$10,011                                  |
| Emerson Electric        | Sep 09      | 140,700   | \$20,915                          | \$28,373                                  |
| General Dynamics        | Dec 08      | 92,300    | \$29,300                          | \$24,190                                  |
| Goodyear Tire & Rubber  | Dec 08      | 74,700    | \$19,488                          | \$3,119                                   |
| Honeywell International | Dec 08      | 128,000   | \$36,556                          | \$27,386                                  |
| Illinois Tool Works     | Dec 08      | 65,000    | \$15,869                          | \$22,967                                  |
| Ingersoll-Rand          | Dec 08      | 60,000    | \$13,227                          | \$10,084                                  |
| Johnson Controls        | Sep 09      | 130,000   | \$28,497                          | \$17,176                                  |
| Lockheed Martin         | Dec 08      | 146,000   | \$42,731                          | \$26,194                                  |
| Northrop Grumman        | Dec 08      | 123,600   | \$33,887                          | \$15,728                                  |
| Paccar                  | Dec 08      | 18,700    | \$14,973                          | \$13,613                                  |
| Parker Hannifin         | Jun 09      | 51,639    | \$10,309                          | \$8,513                                   |
| PPG Industries          | Dec 08      | 44,900    | \$15,849                          | \$9,423                                   |



| <b>Company</b>             | <b>Fiscal Year</b> | <b>Employees</b> | <b>Revenue*<br/>Fiscal Year<br/>(\$MM)</b> | <b>Market Value<br/>At Oct 31, 2009<br/>(\$MM)</b> |
|----------------------------|--------------------|------------------|--|--|
| Raytheon                   | Dec 08             | 72,800           | \$23,174                                   | \$17,352   |
| Textron                    | Dec 08             | 43,000           | \$14,246                                   | \$4,805  |
| TRW Automotive Holdings    | Dec 08             | 62,200           | \$14,995                                   | \$1,807  |
| United Technologies        | Dec 08             | 223,100          | \$58,506                                   | \$57,612   |
| Whirlpool                  | Dec 08             | 69,612           | \$18,907                                   | \$5,318  |
| Xerox                      | Dec 08             | 57,100           | \$17,608                                   | \$6,537  |
| 75th Percentile            |                    | 118,243          | \$28,899                                   | \$25,192   |
| Median                     |                    | 74,700           | \$19,488                                   | \$13,613   |
| 25th Percentile            |                    | 58,550           | \$15,186                                   | \$8,602  |
| <b>Deere &amp; Company</b> | <b>Oct 09</b>      | <b>51,300</b>    | <b>\$23,112</b>                            | <b>\$19,265</b>                                    |

Source: S&P CompuStat Research Insight Database

\* Reflects revenue for last reported fiscal year

Compensation paid by the peer group is representative of the compensation we believe is required to attract, retain and motivate executive talent. The list of companies has not significantly changed in recent years and provides a consistent measure for comparing compensation. The Committee periodically reviews and considers the peer group to confirm that it continues to be an appropriate benchmark for the Named Executives' compensation and company performance.

### CEO and Business Changes in Fiscal 2009

After an eighteen month succession planning process, on June 1, 2009, the Board elected Samuel R. Allen as President, Chief Operating Officer and a member of the Board. Mr. Allen has 34 years of service with the company and has been a senior officer since 2001. Effective August 1, 2009, Mr. Allen became our Chief Executive Officer.

In addition, Mr. Lane will continue to serve as Chairman of the Board until February 24, 2010. Mr. Allen has been appointed Chairman, effective February 24, 2010, immediately following the annual meeting. Mr. Lane continued as an employee of Deere until December 31, 2009 and provided transition services.

The John Deere Agriculture & Turf Equipment Division was created at the beginning of the third quarter of fiscal 2009 by combining the former Agricultural Equipment Operations and the former Commercial and Consumer Equipment Operations. This operating change had no effect on STI metrics for fiscal 2009. For a discussion on the impact of this reorganization on fiscal 2010 STI metrics, see "Committee Actions Related to Fiscal 2010" below.

### Elements of Executive Compensation

Each component of direct and indirect compensation and selected benefits is summarized in the table below:

| <b>Component</b> | <b>Purpose</b>  | <b>Characteristics</b>  | <b>Where Reported in<br/>Accompanying Tables</b>                 |
|------------------|---|---|--|
| Base Salary      | Reward for level of responsibility, experience and sustained individual performance | Fixed cash component targeted at our peer group median. Base salary can vary from market due to individual performance, experience, time in position and internal equity considerations | Fiscal 2009 Summary Compensation Table under the column "Salary" |

| <b>Component</b>             | <b>Purpose</b>  | <b>Characteristics</b>  | <b>Where Reported in Accompanying Tables</b>  |
|------------------------------|---|---|---|
| Discretionary Bonus Awards   | To recognize outstanding individual achievement   | A cash award that may not exceed 20% of base salary, except in unusual circumstances  | No discretionary bonuses were awarded in fiscal 2009  |
| Short-Term Incentive ( STI ) | Reward for the achievement of higher profitability through operating efficiencies and asset management during the fiscal year | A target STI award is designed to provide median annual cash compensation when combined with base salary compared with our peer group   | Fiscal 2009 Summary Compensation Table under the column Non-Equity Incentive Plan Compensation and Fiscal 2009 Grants of Plan-Based Awards under the column Estimated Future Payouts Under Non-Equity Incentive Plan Awards   |
| Mid-Term Incentive ( MTI )   | Reward for the achievement of sustained profitable growth over a multi-year performance period                                | Cash portion of long-term compensation. MTI is designed to provide upper quartile compensation in combination with base salary, above target STI and target LTI awards compared with our peer group.  | Fiscal 2009 Summary Compensation Table under the column Non-Equity Incentive Plan Compensation and Fiscal 2009 Grants of Plan-Based Awards under the column Estimated Future Payouts Under Non-Equity Incentive Plan Awards   |
| Long-Term Incentive ( LTI )  | Reward for the creation of shareholder value as reflected by our stock price  | Equity-based portion of long-term compensation. A target LTI award in combination with base salary and a target STI award are designed to provide median compensation compared with our peer group. Award is delivered through a combination of RSUs and stock options. Ultimate value of award depends on our stock price. | Fiscal 2009 Summary Compensation Table under the column Stock Awards and Option Awards ; Fiscal 2009 Grants of Plan-Based Awards under the column Grant Date Fair Value of Stock and Option Awards ; Outstanding Equity Awards at Fiscal 2009 Year-End; Fiscal 2009 Option Exercises and Stock Vested; Fiscal 2009 Deferred Compensation Table in the row Deferred RSUs |
| Perquisites                  | Provide our executives with selected benefits commensurate with those provided to executives at our peer group companies      | Benefits which personally benefit an employee, are not related to job performance and are available to a select group of employees.   | Fiscal 2009 Summary Compensation Table under the column All Other Compensation  |
| Retirement Benefits          | Provide an appropriate level of replacement income upon retirement  | A defined benefit pension plan plus a 401(k) plan (John Deere Savings and Investment Plan ( SIP )). Our matches to the SIP are based on the applicable pension option (traditional versus contemporary) and our performance.  | Fiscal 2009 Summary Compensation Table under the columns Change in Pension Value and All Other Compensation ; Fiscal 2009 Pension Benefits Table  |

| <b>Component</b>                          | <b>Purpose</b>  | <b>Characteristics</b>  | <b>Where Reported in Accompanying Tables</b>  |
|---|---|---|---|
| Deferred Compensation Benefits            | Allows executives to defer compensation on a more tax-efficient basis   | Employees can elect to defer base salary, STI or MTI into the Voluntary Deferred Compensation Plan. Employees participating in the contemporary pension option can defer employee contributions and receive matching employer contributions under the Defined Contribution Restoration Plan. Also includes deferred RSUs. | Accumulated amounts deferred are reported in the Fiscal 2009 Deferred Compensation Table. Above-market earnings on these accounts are reported in the Fiscal 2009 Summary Compensation Table under the column Nonqualified Deferred Compensation Earnings |
| Potential Payments upon Change in Control | Encourage executives to operate in the best interest of stockholders  | Contingent in nature. Most elements are payable only if a Named Executive's employment is terminated as specified under the change in control provisions of various plans.  | Fiscal 2009 Potential Payments upon Change in Control   |
| Other Potential Post-Employment Payments  | Lists potential payments under the scenarios of death, disability, retirement, termination without cause or for cause, and voluntary separation | Contingent in nature. Amounts are payable only if a Named Executive's employment is terminated as specified under the arrangements of various plans.  | Fiscal 2009 Potential Payments upon Termination of Employment Other than Following a Change in Control  |

**Direct Compensation Elements**

The following information describes each direct compensation element, including discussion of performance metrics, where applicable.

**Base Salary**

In determining salary levels for each of our Named Executives, the Committee takes into consideration factors such as fulfillment of job responsibilities, the financial and operational performance of the activities directed by each Named Executive, experience, time in position, internal equity considerations, and potential. Each Named Executive's current salary as compared to the salary range and the median salary practices of our peer group is also considered.

In December 2008, after considering the aforementioned factors, the Committee approved a base salary increase of 5% for the CEO and approved increases ranging from 5-10% for the other Named Executives. The resulting increases align with the market median for similar positions, except for the Chief Financial Officers (CFO). For both Mr. Field and Mr. Mack, base salary is below the market median due to the limited time each served in that position.

**Short-Term Incentive (STI)**

These factors are used to calculate the amount of the STI award paid to the Named Executives:

- Salary;
- Target award as described below under "Approval of STI Rates;" and
- Deere's actual Operating Return on Operating Assets (OROA) and Return on Equity (ROE) performance as defined below under "Performance Metrics for STI."

The STI Plan is periodically approved by our stockholders and was last approved at the February 2005 annual meeting. The STI Plan will be considered for re-approval at the February 2010 annual meeting.

#### *Performance Metrics for STI*

There are two metrics used in the calculation of STI: one for the Equipment Operations and one for Credit Operations. Credit Operations is a part of Financial Services.

OROA is the performance metric used by the Equipment Operations. Deere is primarily a manufacturing company with high investment in fixed assets, such as buildings and machinery, and significant expenses with longer term payoffs, such as research and development. OROA was selected as the STI performance metric because the Committee believes OROA effectively measures the efficient use of the Equipment Operations' assets. Targeted OROA performance for each Equipment Operations' segment changes according to its sales volume.

The sales volume is measured in relationship to mid-volume sales. Mid-volume sales are determined at the beginning of the fiscal year and represent the midpoint of a business cycle. It is determined using historical sales volumes, industry growth rates, and equipment market share data among other considerations.

The line in the above graph represents how Deere's operating leverage functions in a given business. For Deere, operating leverage means:

- When sales volumes and capacity utilization are low compared to mid-volume, it is more difficult to cover fixed costs and achieve high asset turnover; therefore, OROA performance goals are lower; and
- When sales volumes and capacity utilization are high compared to mid-volume, it is easier to cover fixed costs and achieve high asset turnover; therefore, OROA performance goals are higher.

By adjusting OROA performance goals as sales volumes change, Deere believes the level of difficulty in attaining targeted performance will be comparable for a range of sales volumes and capacity utilization. To be successful as market conditions change, Deere must strategically position the business by encouraging sound employee decisions regarding investment of capital and other asset utilization. This model encourages our management team to make the necessary structural changes to the business such as capacity planning, margin enhancements and asset turnover for a given level of volumes. Using OROA aligns this strategy to employee decisions that affect this component of variable pay.

At the beginning of fiscal 2009, the Committee approved the following OROA goals at different sales volume levels for the Equipment Operations:

| <b>Fiscal 2009 OROA Goals</b> | <b>Minimum</b> | <b>Target</b> | <b>Maximum</b> |
|-------------------------------|----------------|---------------|----------------|
| OROA Goals at Low Volume      | 4%             | 8%            | 12%            |
| OROA Goals at Mid-Volume      | 8%             | 12%           | 20%            |
| OROA Goals at High Volume     | 12%            | 20%           | 28%            |

These OROA goals have not changed since fiscal 2007.

ROE is the performance metric for the Credit Operations. The Credit Operations has different cash flow risk characteristics and operates with significantly different debt-to-equity leverage than the Equipment Operations. ROE goals for the Credit Operations are adjusted for the actual mix of business subsidized by the Equipment Operations as well as for the business not subsidized. ROE goals are higher for non-subsidized business. The Committee approved the following ROE goals at the beginning of fiscal 2009:

| <b>Minimum</b> | <b>Target</b> | <b>Maximum</b> |
|----------------|---------------|----------------|
| 12.33%         | 13.35%        | 14.36%         |

The OROA and ROE calculations can be summarized as follows:

OROA for the Equipment Operations:

Operating profit  
 + Provisions for MTI awards  
 = Adjusted operating profit

OROA = Adjusted operating profit ÷ Average identifiable assets with inventories at standard cost and significant goodwill phased in over sixty months

ROE for the Credit Operations:

Net income (after taxes)  
 + Provisions for MTI awards (net of income taxes)  
 = Adjusted net income

ROE = Adjusted net income ÷ Average equity with equity related to significant goodwill phased in over sixty months

Any significant goodwill from acquisitions is phased into average assets or average equity evenly over a sixty-month period. This policy encourages investments in sound acquisitions that may include goodwill, while still requiring effective integration and management of new businesses in a timely manner.

For the Named Executives, a corporate composite weighting is used to calculate STI. For fiscal 2009, the corporate composite weighting consists of:

|   |     |
|---|-----|
| Agricultural and Turf Operations OROA:  |     |
| Agricultural Equipment Operations OROA  | 40% |
| Turf Operations OROA                    | 20% |
| Construction & Forestry Operations OROA | 20% |
| Credit Operations ROE                   | 20% |

*Approval of STI Rates*

After review and consideration of Deere's peer group data for target cash bonuses, the Committee approves target STI rates as a percent of base salary for Named Executives at the beginning of the fiscal year. In December 2008, the Committee approved STI rates for fiscal 2009 as follows:

| Performance Level       | Fiscal 2009 |        |         |
|-------------------------|-------------|--------|---------|
|                         | Minimum     | Target | Maximum |
| CEO                     | 62.5%       | 125.0% | 250.0%  |
| Chief Operating Officer | 50.0%       | 100.0% | 200.0%  |
| Other Named Executives  | 42.5%       | 85.0%  | 170.0%  |

For more information on the range of STI awards approved for fiscal 2009, see the Fiscal 2009 Grants of Plan-Based Awards table and footnote (2) to the table.

*Fiscal 2009 Performance Results for STI*

The chart below details:

- the goals that were necessary to achieve STI payout based on the sales volumes (OROA) and the actual mix of subsidized and non-subsidized business (ROE) using the STI performance metrics approved by the Committee; and
- the actual OROA and ROE performance calculated in accordance with the STI plan.

| <b>Fiscal 2009 Performance Results for STI</b> | <b>Goal to Achieve Payout</b> | <b>Fiscal 2009 Performance Results</b> | <b>Performance as % of Target</b> | <b>Fiscal 2009 Award Weighting</b> | <b>Weighted Award Results</b> |
|--|-------------------------------|--|-----------------------------------|------------------------------------|-------------------------------|
| Agricultural & Turf Operations                 |                               |  |                                   |                                    |                               |
| Agricultural Equipment Operations OROA         | 18.4% for maximum             | 26.4%                                  | 200%                              | 40%                                | 80%                           |
| Turf Operations OROA                           | 4.0% for minimum              | Below Zero                             | 0%                                | 20%                                | 0%                            |
| Construction & Forestry Operations OROA        | 4.0% for minimum              | Below Zero                             | 0%                                | 20%                                | 0%                            |
| Credit Operations ROE                          | 12.33% for minimum            | 7.1%                                   | 0%                                | 20%                                | 0%                            |
| <b>Actual Performance as % of Target</b>       |                               |  |                                   |                                    | <b>80%</b>                    |

To further explain this chart and the fiscal 2009 OROA goals, for example, because Agricultural Equipment Operations sales were between low and mid volume for fiscal 2009, the division needed to achieve 18.4% OROA to earn maximum payout (see "Fiscal 2009 OROA Goals" chart above). Since the division achieved an OROA of 26.4%, a maximum payout for that component of the corporate composite was earned. For fiscal 2009, actual sales volumes for the combined Equipment Operations were below the mid volume.

The dollar amounts of the STI awards paid to Named Executives are calculated as follows:

$$\begin{aligned}
 &\text{Base salary for the fiscal year} \\
 &\times \text{STI target bonus rates} \\
 &\times \text{Actual performance as a percent of target (up to a maximum of 200\%)} \\
 &= \text{STI award amount}
 \end{aligned}$$

STI awards paid to Named Executives are detailed in the Fiscal 2009 Summary Compensation Table under footnote (4).

The STI plan and the results for fiscal 2009 described above are also used to determine the STI award paid to most salaried employees worldwide. For fiscal 2009, STI awards paid to the Named Executives represented about 2.2% of the total amount of STI awards paid to approximately 27,100 eligible salaried employees.

See "Committee Actions Related to Fiscal 2010" for changes related to STI for fiscal 2010.

### **Long-Term Compensation**

Long-term compensation consists of a combination of MTI and LTI. MTI is paid in cash and is considered part of long-term compensation because each performance period encompasses a number of years. LTI is awarded using RSUs and stock options.

### **Mid-Term Incentive (MTI)**

The following factors are used to calculate the amount of the MTI award paid to the Named Executives:

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- Median of actual salaries for the salary grade;
- Target award as described below under "Approval of MTI Rates";
- Shareholder Value Added ("SVA") results as defined below under "Performance Metrics MTI;" and
- Number of eligible employees.\*

\* Participation in MTI plan includes management level employees worldwide numbering about 7,600 as of fiscal 2009; therefore, the amount of each individual MTI award is determined, in part, by the number of eligible employees in the pool.

The MTI Plan is periodically approved by Deere stockholders and was last approved at the February 2008 annual meeting.

### *Performance Metrics for MTI*

In 2003, the Committee established SVA as the MTI performance metric to determine Deere's success in delivering sustained growth in economic profitability. SVA was selected as the MTI performance metric because the Committee believes that Deere should: (a) earn, at a minimum, its weighted average cost of capital each year; (b) ensure investments in capital and research and development earn their cost of capital; and (c) ensure acquisitions do not dissipate shareholder value. We believe that sustained growth can be accomplished only through a combination of revenue growth and high returns on invested capital. Because MTI is based on enterprise-wide SVA, MTI facilitates teamwork across all units of our business.

SVA calculations for the Equipment Operations and Financial Services can be summarized as follows:

#### SVA of Equipment Operations:

|  |  |
|--|--|
| Operating profit   |  |
| + Provisions for MTI awards  |  |
| - Estimated cost of assets ((average identifiable assets with inventories at standard cost) x 12% cost of capital) |  |
| = SVA of Equipment Operations  |  |

#### SVA of Financial Services:

|  |  |
|--|--|
| Net income divided by after-tax earnings rate of 65%   |  |
| + Provisions for MTI awards  |  |
| +/- Allowance for credit losses  |  |
| - Estimated cost of equity ((average equity plus average allowance for credit losses) x approximately 18%) |  |
| = SVA of Financial Services  |  |

SVA of Equipment Operations + SVA of Financial Services = Deere SVA

The Committee continues to evaluate and test various operating performance metrics to determine the strongest correlation over time with shareholder value creation. The Committee believes SVA contains significant sustained performance incentives and has a proven correlation to our total shareholder return. It has aligned employee performance with our business strategy over the past six years.

The Committee has approved MTI performance periods consisting of four consecutive fiscal years. The multi-year performance period approach emphasizes and rewards consistent, sustained operating performance. Since MTI was approved in 2003, two phase-in performance periods were completed during fiscal 2004 and 2005, and four-year performance periods were completed during fiscal years 2006

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through 2009. Starting with the completion of the first full four-year performance period in fiscal 2006, the Committee has conducted annual reviews of the target and maximum SVA cap. The maximum SVA cap matches enterprise SVA goals set by the business for each year in the performance period. The target SVA is set at half of the maximum SVA cap. The chart below details the target and maximum SVA goals for each of the performance periods that include fiscal 2009.

| Fiscal 2006<br>through | Fiscal 2007<br>through | Fiscal 2008<br>through | Fiscal 2009<br>through |
|------------------------|------------------------|------------------------|------------------------|
|------------------------|------------------------|------------------------|------------------------|

| <b>Four-Year Performance Periods</b>          | <b>Fiscal 2009</b> | <b>Fiscal 2010*</b> | <b>Fiscal 2011*</b> | <b>Fiscal 2012*</b> |
|---|--------------------|---------------------|---------------------|---------------------|
| Target SVA                                    | \$1.5 billion      | \$2.0 billion       | \$2.075 billion     | \$2.85 billion      |
| Maximum SVA Cap                               | \$3.0 billion      | \$4.0 billion       | \$4.15 billion      | \$5.7 billion       |
| % of SVA Shared                               | 4.7%               | 4.0%                | 4.0%                | 4.0%                |
| MTI Payout to all Plan Participants at Target | \$70.5 million     | \$80 million        | \$83 million        | \$114 million       |
| Payable in                                    | Dec 2009           | Dec 2010            | Dec 2011            | Dec 2012            |
| Approved by Committee                         | Nov 2005           | Nov 2006            | Nov 2007            | Dec 2008            |

\* For the multi-year performance periods ending in fiscal 2010 and beyond, any significant goodwill from acquisitions will be phased into average assets or average equity evenly over a sixty-month period. This policy encourages investments in sound acquisitions that may include goodwill, while still requiring effective integration and management of new businesses in a timely manner.

If performance criteria are met, MTI plan participants share in a percentage of four-year accumulated SVA (see chart above), which results in a cash payout. The payout amount for each employee is calculated using the MTI award rates below, but may be less depending on the number of eligible employees in the pool. Any individual MTI award cannot exceed the maximum approved by the Committee.

Inherent in the MTI plan is a lagging, four-year impact of SVA. Whether positive or negative, SVA results for a given year become part of the MTI award calculation for that year and the next three years. Negative SVA in a given year is part of the calculation for that year and the next three years and can offset positive SVA earned in a prior or future year. Thus, MTI plan payouts made in a weak-performance year, following several strong-performance years, will be higher than the financial results for a weak-performance year alone would justify. The opposite is also true: MTI plan payouts in a strong-performance year, following a number of weak-performance years, will be lower than the financial results that the strong-performance year alone would justify.

#### *Approval of MTI Rates*

After review and consideration of upper quartile compensation data of our peer group, the Committee approves MTI rates as a percent of salary at the beginning of the last fiscal year of the performance period. In December 2008, the Committee approved the following MTI award rates for the four-year performance period ending October 31, 2009.

| <b>MTI Award Rates:</b> | <b>Fiscal 2009</b> |               |                |
|-------------------------|--------------------|---------------|----------------|
|                         | <b>Minimum*</b>    | <b>Target</b> | <b>Maximum</b> |
| CEO                     | \$1,100            | 160%          | 320%           |
| Other Named Executives  | \$400              | 123%          | 246%           |

\* A minimum MTI award (defined in terms of actual dollars rather than as a percentage of salary) will not be paid unless accumulated SVA exceeds \$1 million for a four-year performance period.

The above MTI rates are unchanged since fiscal 2007. For details of the range of MTI awards approved for the performance period beginning in fiscal 2009, see the Fiscal 2009 Grants of Plan-Based Awards table and footnote (2).

#### *Fiscal 2009 Performance Results for MTI*

Deere's SVA, calculated in accordance with the MTI performance metrics as described above, is illustrated in the following table for the four-year performance period ending October 31, 2009:

### **Deere Enterprise SVA**

**Accumulated SVA for Performance Period = \$4,282**

For the four-year performance period ending October 31, 2009, the accumulated SVA, calculated in accordance with the MTI plan as described above, exceeded the \$3 billion cap, resulting in a maximum MTI award. MTI awards paid to Named Executives are detailed in the Fiscal 2009 Summary Compensation Table under footnote



(4). For fiscal 2009, MTI awards paid to the Named Executives were equal to approximately 7% of the MTI payout to all eligible employees.

In the eight years preceding the implementation of MTI, accumulated SVA, as reported, was negative \$1.4 billion as compared to accumulated positive SVA of \$5.9 billion since 2003. Deere's adoption of the SVA model was an important factor in this significant SVA improvement.

See "Committee Actions Related to Fiscal 2010" for changes related to MTI for fiscal 2010.

### **Long-Term Incentive (LTI)**

The purpose of LTI is to reward the Named Executives for the creation of sustained shareholder value, encourage ownership of Deere stock, foster teamwork and retain and motivate high-caliber executives. We believe LTI aligns the interests of the Named Executives and our stockholders.

LTI awards consist of annual grants of market-priced stock options and RSUs under the John Deere Omnibus Equity and Incentive Plan ("Omnibus Plan"). The Omnibus Plan is periodically approved by our stockholders. The last such approval occurred at the February 2006 annual meeting. The Omnibus Plan will be considered for re-approval at the February 2010 annual meeting.

The Committee established LTI grants to the Named Executives based on the following criteria:

- level of responsibility;
- base salary;
- individual performance;
- current market practice;
- peer group data; and
- number of shares available under the Omnibus Plan.

The number of options or RSUs previously granted to or held by a Named Executive is not a factor in determining individual grants. Past awards were granted based on performance in prior years. As a result, potential accumulated wealth is not viewed as relevant in arriving at the current year LTI award.

### *Approval of LTI Target Awards*

At the beginning of the fiscal year, after review and consideration of peer group data on target long-term incentives, the Committee approves a range of LTI factors that are a multiple of the base salaries for Named Executives. The following factors, unchanged since fiscal 2007, were approved for fiscal 2009:

| <b>LTI Award Factors:</b> | <b>Fiscal 2009</b> |               |                |
|---------------------------|--------------------|---------------|----------------|
|                           | <b>Minimum</b>     | <b>Target</b> | <b>Maximum</b> |
| CEO                       | 12.75x             | 17.375x       | 22x            |
| Other Named Executives    | 6x                 | 8.5x          | 11x            |

The Committee determines LTI awards at the first Committee meeting at the beginning of the fiscal year. The Committee has the discretion to increase or decrease a target LTI award within the approved range to distinguish an individual's level of performance for the prior fiscal year, to deliver a particular LTI value, or to reflect other adjustments as the Committee feels necessary. For fiscal 2009, the Committee approved increases to certain Named Executives' target LTI awards in recognition of their individual performance as illustrated in footnote (3) to the Fiscal 2009 Grants of Plan Based Awards Table. Given the uncertainties of the market at the time of the grant, the Committee approved a 10% reduction in the LTI award factor that had been recommended by the CEO. In the case of the CEO, the full Board approved a 10% reduction from a target award. See footnote (3) to Fiscal 2009 Grants of Plan-Based Awards table for LTI factors used to calculate the number of RSUs and options awarded to each Named Executive during fiscal 2009.

Consistent with prior years, the Committee approved the LTI award value to be delivered as approximately 50% in stock options and approximately 50% in RSUs, using a conversion ratio of options to RSUs of 3 to 1. At the time of approval, the Committee believed that the resulting LTI value was aligned with Deere's peer group. See Fiscal 2009 Grants of Plan-Based Awards table and footnotes (3) and (4) to the table for more information on LTI awards delivered as well as terms of these awards. The accounting expense recognized during fiscal years 2007 through 2009 related to the LTI awards for the Named Executives is detailed in the Fiscal 2009 Summary Compensation Table under footnotes (2) and (3).

For fiscal 2009, the number of RSUs granted to the Named Executives represented 66% of all RSUs granted to eligible salaried employees and the number of stock options granted to Named Executives represented 14% of stock options granted to eligible salaried employees. These proportions are consistent with our philosophy that as Named Executives assume more responsibility, a larger portion of their incentive compensation should be focused on longer-term awards.

See [Committee Actions Related to Fiscal 2010] for changes related to LTI for fiscal 2010.

#### *LTI Grant Practices*

As has been the practice for more than 15 years, the Committee authorizes the annual LTI awards for all eligible employees on a single date each year. The grant date is seven calendar days after the first Board meeting of the fiscal year. This timing allows for stock price stabilization after the release of year-end financial results and Board meeting announcements. The grant price for LTI awards is the average of the high and low common stock price on the grant date as reported on the NYSE. We have used the average grant price methodology for more than 30 years. This grant price is also used to determine the number of RSUs and stock options to be granted.

#### *Stock Ownership Guidelines*

Stock ownership guidelines apply to Named Executives to encourage the retention of stock acquired through our various equity incentive plans. These guidelines are based on a multiple of each Named Executive's base salary. The guidelines are five times base salary for the CEO and 3.5 times base salary for the other Named Executives. RSUs and any common stock held personally by the Named Executive are included in determining whether a Named Executive has achieved the applicable

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ownership guideline. The RSUs granted in fiscal 2008 and 2009 must be held until retirement or other permitted termination of employment. Stock options are not included in calculating whether the guidelines have been met. Once the guideline is achieved by the Named Executive, the number of shares held at that time becomes the fixed stock ownership requirement for the Named Executive for three years, even if base salary increases.

#### **Review and Approval of Total Direct Compensation**

The Committee believes each pay element is consistent with our compensation philosophy of paying for performance, supporting business strategies and paying competitively. The pay elements are designed to complement each other and reward the achievement of short-term and long-term objectives. The Compensation Committee believes that the allocation of the cash and equity components of TRS for the Named Executives strikes an appropriate balance between our objective of paying competitively to retain high-caliber executives and aligning Named Executive compensation with our long-term performance to create sustainable shareholder value.

The Committee believes that Deere's executive compensation is not structured to promote inappropriate risk taking by our executives. The performance metrics for determining STI (OROA and ROE) and MTI (SVA) are based on worldwide, publicly reported metrics with only minor adjustments as described above. The metrics for STI are capped at a maximum level of OROA and ROE performance. Payouts under the MTI plan are capped at a maximum amount of accumulated SVA for the multi-year performance period. The Committee believes that executive compensation opportunities are competitive and, on that basis, not excessive. Stock ownership guidelines tie significant amounts of personal wealth to Deere's long-term success. RSUs granted in December 2002 and 2007 through 2009 are required to be held until retirement. In addition, Deere has a Recoupment Policy which is described below. The stock ownership guidelines and policy, among other things, discourage excessive and unnecessary risk taking.

After review and consideration of our peer group data, the Committee reviews the combination of these elements when establishing compensation. The Committee intends that the combination of base salary, target STI and

target LTI awards will result in compensation at market median. If the MTI goals are also met and above target STI goals are met, the Named Executives will receive upper quartile compensation as compared to our peer group. The Committee has evaluated the performance metrics associated with STI and MTI. The Committee believes that the achievement of these performance metrics will deliver upper quartile company performance as compared to our peer group and that compensation for the Named Executives is in line with our performance.

Although the Committee has the authority to decrease or eliminate the STI and/or MTI awards, the Committee did not do so for fiscal 2009. The Committee recognizes individual fulfillment of duties through adjustments to base salary and by awarding LTI within the approved ranges discussed above. The Committee reviews total direct compensation for each Named Executive and compares this compensation to the market position data of our peer group. This market position data takes into account the level of responsibility (including the level of sales volume) for the Named Executive's operations.

Total direct compensation for the CEO is higher than other Named Executives due to the CEO's breadth of executive and operating responsibilities for the entire global enterprise and is supported by a comparison to our peer group. We have a practice of rotating individuals among the executive officer positions. As described in the beginning of the "Executive Summary" section, a primary part of our strategy is aligned high-performance teamwork. A substantial portion of the evaluation of individual performance is a careful analysis of each Named Executive's significant collaboration and contribution to the success of a high performing team. Thus, while the market data for each position is a factor in reviewing total direct compensation, individual fulfillment of duties, teamwork, development, time in position, experience and internal equity among Named Executives, other than the CEO, are also considered. The Committee does not target CEO compensation as a certain multiple of the compensation of the other Named Executives. The relationship between the CEO's compensation and that of the other Named Executives is influenced by the absence of a chief operating officer in our organizational structure. For our former CEO, Mr. Lane, total

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direct compensation as compared to the other Named Executives' total direct compensation is generally comparable to the average ratio for similarly structured companies in our peer group. For the current CEO, Mr. Allen, this ratio is low as a result of his recent appointment to the position.

The fiscal 2009 STI awards apply only to our performance in fiscal 2009. By contrast, the MTI award paid for fiscal 2009 is calculated based on our cumulative SVA performance over the most recent four-year performance period, i.e. fiscal years 2006 through 2009. As detailed in the foregoing section entitled "Mid-Term Incentive," each fiscal year's SVA performance is part of the MTI calculations for up to four consecutive performance periods. The SVA earned in fiscal 2009 will be included in the calculations for the four MTI performance periods ending in fiscal years 2009, 2010, 2011 and 2012.

During fiscal 2009, after reviewing current market practices and peer group data, the Compensation Committee made adjustments to certain components of executive compensation. For example, as described below in the section "Committee Actions Related to Fiscal 2010," the Committee reduced the potential STI bonus payout in the corporate composite calculation by 20%. In addition, as described in the section "Approval of LTI Target Awards," the Compensation Committee approved a 10% reduction in the LTI award factor for the Named Executives while the independent members of the Board approved the same reduction for the CEO. The Compensation Committee believes these changes are aligned with our compensation philosophy and peer group.

#### **Limitations on Deductibility of Compensation**

Section 162(m) of the IRC generally limits to \$1 million the U.S. federal tax deductibility of compensation paid in one year to any employee. Performance-based compensation is not subject to the limits on deductibility of Section 162(m), provided such compensation meets certain requirements, including stockholder approval of material terms of compensation.

The Committee strives to provide Named Executives with compensation programs that will preserve the tax deductibility of compensation paid by Deere, to the extent reasonably practicable and to the extent consistent with Deere's other compensation objectives. The Committee believes, however, that stockholder interests are best served by not restricting the Committee's discretion and flexibility in structuring compensation programs, even though those programs may result in certain non-deductible compensation expenses.

**Recoupment of Previously Paid Incentive Compensation**

In November 2007, the Committee adopted the Executive Incentive Award Recoupment Policy ("Recoupment Policy"). The Recoupment Policy applies to the recoupment of incentive compensation paid to or deferred by certain executives (including the Named Executives) if certain conditions are met. This policy applies if the Named Executive engaged in misconduct that:

- contributed to the need for a restatement of all or a portion of Deere's financial statements filed with the SEC; or
- contributed to inaccurate operating metrics being used to calculate incentive compensation.

Under the Recoupment Policy, if either of the above scenarios apply, there must also be a determination that the Named Executive's incentive compensation would have been lower if the misconduct had not occurred.

**Indirect Compensation Elements**