

SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of Application of Deere & Company to Withdraw its Common Stock, \$1.00 par value, from Listing and Registration on the Chicago Stock Exchange, Inc.
File No. 1-04121

September 21 , 2005

On August 31, 2005, Deere & Company, a Delaware corporation ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 12d2-2(d) thereunder,² to withdraw its common stock, \$1.00 par value ("Security"), from listing and registration on the Chicago Stock Exchange, Inc. ("CHX").

The Board of Directors ("the Board") of the Issuer approved a resolution on May 26, 2005 to withdraw the Security from listing on CHX. The Issuer stated that the Board decided to withdraw the Security from listing on CHX because it was not in the shareholders' best interest to maintain a listing on multiple stock exchanges. The Issuer stated that the principal stock exchange on which the Security trades is the New York Stock Exchange, Inc. ("NYSE") and the Security will continue to be traded on NYSE.

The Issuer stated in its application that it has complied with applicable rules of CHX by complying with all applicable laws in the State of Delaware, the state in which the Issuer is incorporated, and by providing CHX with the required documents governing the withdrawal of securities from listing and registration on CHX. The Issuer's application relates solely to the

¹ 15 U.S.C. 78j(d).

² 17 CFR 240.12d2-2(d).

withdrawal of the Security from listing on CHX and shall not affect its continued listing on NYSE, or its obligation to be registered under Section 12(b) of the Act.³

Any interested person may, on or before October 11, 2005 comment on the facts bearing upon whether the application has been made in accordance with the rules of CHX, and what terms, if any, should be imposed by the Commission for the protection of investors. All comment letters may be submitted by either of the following methods:

Electronic comments:

- Send an e-mail to rule-comments@sec.gov. Please include the File Number 1-04121 or;

Paper comments:

- Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-9303.

All submissions should refer to File Number 1-04121. This file number should be included on the subject line if e-mail is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/delist.shtml>). Comments are also available for public inspection and copying in the Commission's Public Reference Room. All comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

³ 15 U.S.C. 781(b).

The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁴

Jonathan G. Katz
Secretary

⁴ 17 CFR 200.30-3(a)(1).