

**PROSPECTUS SUPPLEMENT DATED 2 June 2011 TO THE BASE PROSPECTUS
DATED 4 FEBRUARY 2011**

DEERE & COMPANY

(incorporated with limited liability in the State of Delaware)

as Issuer and Guarantor

in respect of Notes issued by John Deere Cash Management S.A.

JOHN DEERE CAPITAL CORPORATION

(incorporated with limited liability in the State of Delaware)

as Issuer and Guarantor

in respect of Notes issued by John Deere Bank S.A. and John Deere Credit Limited (ABN 55
078 714 646)

and

JOHN DEERE BANK S.A.

*(incorporated as a société anonyme under Luxembourg law and registered with the Register of
Commerce and Companies of Luxembourg under the number B. 74 106)*

JOHN DEERE CASH MANAGEMENT S.A.

*(incorporated as a société anonyme under Luxembourg law and registered with the Register of
Commerce and Companies of Luxembourg under the number B. 101 957)*

JOHN DEERE CREDIT LIMITED (ABN 55 078 714 646)

as Issuers

U.S.\$3,000,000,000

Euro Medium Term Note Programme

This Prospectus Supplement (the "**Prospectus Supplement**") to the Base Prospectus dated 4 February 2011 (the "**Base Prospectus**") constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the "**FSMA**") and should be read in conjunction with the Base Prospectus. Terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement.

The purpose of this Prospectus Supplement is to incorporate by reference into the Base Prospectus:

1. the Quarterly Report on Form 10-Q of Deere & Company for the period ended 30 April 2011 filed with the U.S. Securities and Exchange Commission ("**SEC**") under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") (the "**Deere Second Quarter Form 10-Q**"); and
2. the Quarterly Report on Form 10-Q of John Deere Capital Corporation for the period ended 30 April 2011 filed with the SEC under the Exchange Act (the "**JDCC Second Quarter Form 10-Q**");

each of which has also been filed with the Financial Services Authority (the "FSA") and the National Storage Mechanism.

The following information contained in the documents listed above is not incorporated by reference by this Prospectus Supplement into the Base Prospectus:

- (a) the first, second and third paragraphs under the section headed "Trends and Economic Conditions" on pages 33-34 of the Deere Second Quarter Form 10-Q;
- (b) the section headed "Market Conditions & Outlook" on page 36 of the Deere Second Quarter Form 10-Q; and
- (c) the first, second and third paragraphs under the section headed "Trends and Economic Conditions" on page 20 of the JDCC Second Quarter Form 10-Q.

The documents listed in items (1) and (2) above each refer to certain additional information as Exhibits being incorporated by reference therein. Such Exhibits are not incorporated by reference in, and do not form part of, this Prospectus Supplement.

By virtue of this Prospectus Supplement, each of the Deere Second Quarter Form 10-Q and the JDCC Second Quarter Form 10-Q are incorporated into, and form part of, the Base Prospectus, and the information contained in each of the Deere Second Quarter Form 10-Q and the JDCC Second Quarter Form 10-Q shall be deemed to update and, where applicable, supersede any information contained in the Base Prospectus or any document incorporated by reference therein.

Each of Deere & Company, John Deere Capital Corporation, John Deere Bank S.A., John Deere Cash Management S.A. and John Deere Credit Limited (ABN 55 078 714 646) accepts responsibility for the information contained in this Prospectus Supplement. To the best of the knowledge of Deere & Company, John Deere Capital Corporation, John Deere Bank S.A., John Deere Cash Management S.A. and John Deere Credit Limited (ABN 55 078 714 646), having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus Supplement is in accordance with the facts and contains no omission likely to affect its import.

Save as disclosed in this Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the base prospectus which is capable of affecting the assessment of Notes issued under the Programme has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement or any statement incorporated by reference into the Base Prospectus by this Prospectus Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements in (a) above will prevail.

Investors should be aware of their rights under Section 87Q(4) of FSMA 2000

The Prospectus Supplement is not for use in, and may not be delivered to, or inside, the United States of America.