

FORD MOTOR CO

Form 4

March 06, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FORD WILLIAM CLAY JR

(Last) (First) (Middle)

FORD MOTOR COMPANY, ONE
AMERICAN ROAD

(Street)

DEARBORN, MI 48126

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FORD MOTOR CO [F]

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

03/04/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Exec. Chairman and Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.01 par value	03/05/2014		M ⁽¹⁾	175,473	A	175,474	D
Common Stock, \$0.01 par value	03/05/2014		F ⁽²⁾	71,728	D	\$ 15.63	103,746
Common Stock, \$0.01 par value						93,958	I
							By Company Plan

Edgar Filing: FORD MOTOR CO - Form 4

Common Stock, \$0.01 par value	12,412	I	By Spouse ⁽³⁾
Common Stock, \$0.01 par value	60,843	I	by Spouse as Trustee ⁽⁴⁾
Common Stock, \$0.01 par value	44,891	I	By Children ⁽⁵⁾
Common Stock, \$0.01 par value	198,039	I	By Trust-Children ⁽⁶⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Ford Stock Units	<u>(U)</u>	03/05/2014		<u>M</u> ⁽¹⁾		175,473		<u>(1)</u>	<u>(1)</u>	Common Stock, \$0.01 par value	175,473
Ford Stock Units	<u>(U)</u>	03/04/2014		<u>A</u> ⁽⁷⁾		411,764		<u>(7)</u>	<u>(7)</u>	Common Stock, \$0.01 par value	411,764
Employee Stock Option (Right to Buy)	\$ 15.37	03/04/2014		<u>A</u> ⁽⁸⁾		286,415		<u>(8)</u>	03/03/2024	Common Stock, \$0.01 par value	286,415

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORD WILLIAM CLAY JR FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126	X		Exec. Chairman and Chairman	

Signatures

Jerome F. Zaremba,
Attorney-in-Fact

03/06/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reported transaction involved the conversion, without payment by me, of Ford Stock Units into shares of Common Stock under the Company's 2008 Long-Term Incentive Plan.
 - (2) These shares were withheld by the Company to cover my income tax liability relating to a grant to me of Common Stock under the Company's 2008 Long-Term Incentive Plan.
 - (3) I disclaim beneficial ownership of these shares owned by my wife.
 - (4) I disclaim beneficial ownership of these shares held by my wife as trustee of this trust for the benefit of my descendants.
 - (5) I disclaim beneficial ownership of these shares owned by my children.
 - (6) I am the trustee of these trusts for my children. I disclaim beneficial ownership of these shares.
 - (7) These Ford Restricted Stock Units were acquired under the Company's 2008 Long-Term Incentive Plan without payment by me. These Ford Restricted Stock Units will be converted and distributed to me, without payment, in shares of Common Stock on March 4, 2016.
 - (8) This option was granted under the Company's 2008 Long-Term Incentive Plan without payment by me. The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/04/2014), 66% after two years, and in full after three years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.