

FORD MOTOR CO

Form 4

February 12, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fields Felicia J

(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)

02/10/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) below)

Group Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|--------------------------------------|---|--|---|---|
| Common Stock, \$0.01 par value | 02/10/2015 | | M | 59,156 | A \$ 1.96 (1) | 319,233 | D |
| Common Stock, \$0.01 par value | 02/10/2015 | | M | 40,226 | A \$ 7.55 (2) | 359,459 | D |
| Common Stock, \$0.01 par value | 02/10/2015 | | M | 10,421 | A \$ 7.83 (3) | 369,880 | D |

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| | | | | | | | | |
|---|------------|---|---------|---|-------------|---------|---|-----------------------|
| Common Stock, \$0.01 par value | 02/10/2015 | S | 109,803 | D | \$ 16.03 | 260,077 | D | |
| Common Stock, \$0.01 par value | | | | | | 798 | I | By Company Plan |

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

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(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) | Amount or Number of Shares |
|---|---|---|---|---|--|--|---|-------------------------------------|
| Employee Stock Option (Right to Buy) | \$ 1.96 ⁽¹⁾ | 02/10/2015 | | M ⁽¹⁾ | 59,156 | ⁽¹⁾ 03/10/2019 ⁽¹⁾ | Common Stock, \$0.01 par value | 59,156 |
| Employee Stock Option (Right to Buy) | \$ 7.55 ⁽²⁾ | 02/10/2015 | | M ⁽²⁾ | 40,226 | ⁽²⁾ 03/04/2017 ⁽²⁾ | Common Stock, \$0.01 par value | 40,226 |
| Employee Stock Option (Right to Buy) | \$ 7.83 ⁽³⁾ | 02/10/2015 | | M ⁽³⁾ | 10,421 | ⁽³⁾ 03/09/2016 ⁽³⁾ | Common Stock, \$0.01 par value | 10,421 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
| Reporting Owners | |

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Director 10% Owner Officer Other

Fields Felicia J
FORD MOTOR COMPANY
ONE AMERICAN ROAD
DEARBORN, MI 48126

Group Vice President

Signatures

Jerome F. Zaremba,
Attorney-in-Fact

02/12/2015

__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 option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/11/2009), 66% after two years, and in full after three years.
- (2) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/05/2007), 66% after two years, and in full after three years.
- (3) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/10/2006), 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.
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