

FORD MOTOR CO

Form 4

March 07, 2016

**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 \*  
Rowley Stuart J.

(Last) (First) (Middle)

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)

03/03/2016

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 \_\_\_\_ Other (specify  
below) below)

Vice President and Controller

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<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock,<br>\$0.01 par<br>value | 03/04/2016                              |                                                             | M <sup>(1)</sup>                     | 3,602 A                                                                 | 16,832                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock,<br>\$0.01 par<br>value | 03/04/2016                              |                                                             | M <sup>(1)</sup>                     | 35,294 A                                                                | 52,126                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock,<br>\$0.01 par<br>value | 03/04/2016                              |                                                             | F <sup>(2)</sup>                     | 12,443 D                                                                | \$<br>13.59 39,683                                                                                                 | D                                                                    |                                                                   |

# Edgar Filing: FORD MOTOR CO - Form 4

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |        | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                                         |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------|---------------------------------------------------------------------|--------------------|-----------------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                      | (A)                                                            | (D)    | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                   | Amount<br>or<br>Number<br>of Shares |
| Ford<br>Stock<br>Units                              | <u>(1)</u>                                                         | 03/04/2016                              |                                                             | M                                    | <u>(1)</u>                                                                                             |                                                                | 35,294 | <u>(1)</u>                                                          | <u>(1)</u>         | Common<br>Stock,<br>\$0.01 par<br>value | 35,294                              |
| Ford<br>Stock<br>Units                              | <u>(1)</u>                                                         | 03/04/2016                              |                                                             | M                                    | <u>(1)</u>                                                                                             |                                                                | 3,602  | <u>(1)</u>                                                          | <u>(1)</u>         | Common<br>Stock,<br>\$0.01 par<br>value | 3,602                               |
| Ford<br>Stock<br>Units                              | <u>(3)</u>                                                         | 03/03/2016                              |                                                             | A                                    | <u>(3)</u>                                                                                             | 14,401                                                         |        | <u>(3)</u>                                                          | <u>(3)</u>         | Common<br>Stock,<br>\$0.01 par<br>value | 14,401                              |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships                    |
|-------------------------------------------------------------|----------------------------------|
|                                                             | Director 10% Owner Officer Other |
| Rowley Stuart J.<br>ONE AMERICAN ROAD<br>DEARBORN, MI 48126 | Vice President and Controller    |

## Signatures

Jerome F. Zaremba,  
Attorney-in-Fact 03/07/2016

\_\_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.

These Ford Restricted Stock Units were acquired under the Company's 2008 Long-Term Incentive Plan without payment by me. These

(3) Ford Restricted Stock Units will be converted and distributed to me, without payment, in shares of Common Stock to the extent of 33% after one year from the date of grant (03/03/2016), 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.