

FORD MOTOR CO
Form 4
March 07, 2016

FORM 4

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

OMB APPROVAL

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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

(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)
03/03/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$0.01 par value | 03/04/2016 | | M ⁽¹⁾ | | 411,764 | A | (1) |
| Common Stock, \$0.01 par value | 03/04/2016 | | M ⁽¹⁾ | | 36,026 | A | (1) |
| Common Stock, \$0.01 par value | 03/04/2016 | | F ⁽²⁾ | | 196,137 | D | \$ 13.59 |
| | | | | | 392,324 | D | |

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| | | | | | | | | |
|--------------------------------|------------|---|-----------|---|----------------------|-----------|---|--------------------------|
| Common Stock, \$0.01 par value | 03/07/2016 | M | 1,890,000 | A | \$ 2.84 (3) | 2,282,324 | D | |
| Common Stock, \$0.01 par value | 03/07/2016 | S | 1,090,000 | D | \$ 13.6011 (4) | 1,192,324 | D | |
| Common Stock, \$0.01 par value | | | | | | 108,248 | I | By Company Plan |
| Common Stock, \$0.01 par value | | | | | | 12,412 | I | By Spouse (5) |
| Common Stock, \$0.01 par value | | | | | | 55,798 | I | By Children (6) |
| Common Stock, \$0.01 par value | | | | | | 60,843 | I | by Spouse as Trustee (7) |
| Common Stock, \$0.01 par value | | | | | | 198,039 | I | By Trust-Children (8) |

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
| | | | | | | Date Exercisable | Expiration Date | Title |
| | (1) | 03/04/2016 | | Code M(1) | (A) 411,764 | (1) | (1) | |

| | | | | | | | | |
|--------------------------------------|---------|------------|------|-----------|-----|------------|--|--------------------------------|
| Ford Stock Units | | | | | | | | Common Stock, \$0.01 par value |
| Ford Stock Units | (1) | 03/04/2016 | M(1) | 36,026 | (1) | (1) | | Common Stock, \$0.01 par value |
| Ford Stock Units | (9) | 03/03/2016 | A(9) | 156,942 | (9) | (9) | | Common Stock, \$0.01 par value |
| Employee Stock Option (Right to Buy) | \$ 2.84 | 03/07/2016 | M(3) | 1,890,000 | (3) | 03/26/2019 | | Common Stock, \$0.01 par value |

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

03/07/2016

**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.
 - (3) This option became exercisable to the extent of 33% of the shares optioned as of August 5, 2010, 66% of the shares optioned after two years from the date of grant (03/27/2009), and in full after three years from the date of grant (03/27/2009).
 - (4) The price shown is the weighted average sales price for the reported transaction. The range of prices at which common stock was sold for the reported transaction was \$13.5700 to \$13.6350. A breakdown of each transaction will be provided upon request.
 - (5) I disclaim beneficial ownership of these shares owned by my wife.
 - (6) I disclaim beneficial ownership of these shares owned by my children.

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- (7) I disclaim beneficial ownership of these shares held by my wife as trustee of this trust for the benefit of my descendants.
- (8) I am the trustee of these trusts for my children. I disclaim beneficial ownership of these shares.

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

- (9) 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.

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