O'Callaghan Catherine A.
Form 4
March 05, 2019

# FORM 4

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

**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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
O'Callaghan Catherine A.

(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)
03/02/2019

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)
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 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 | 03/02/2019 | | M(1) | | 4,552 | A | (1) | 99,754 | D | |
| Common Stock, $0.01 par value | 03/03/2019 | | M(1) | | 1,754 | A | (1) | 101,508 | D | |
| Common Stock, $0.01 par value | 03/03/2019 | | M(2) | | 1,960 | A | (2) | 103,468 | D | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Common Stock, $0.01 par value | 03/04/2019 | F[3] | 3,812 | D | $ 8.79 | 99,656 | D | | |
| Common Stock, $0.01 par value | 03/02/2019 | M[4] | 1,342 | A | [4] | 32,267 | I | by Spouse [5] | |
| Common Stock, $0.01 par value | 03/03/2019 | M[4] | 565 | A | [4] | 32,832 | I | by Spouse [5] | |
| Common Stock, $0.01 par value | 03/04/2019 | F[6] | 256 | D | $ 8.79 | 32,576 | I | by Spouse [5] | |

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

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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) | | 8. |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Ford Stock Units | [1] | 03/03/2019 | | M[1] | | | 1,754 | [1] | [1] | Common Stock, $0.01 par value | 1,754 | |
| Ford Stock Units | [1] | 03/02/2019 | | M[1] | | | 1,986 | [1] | [1] | Common Stock, $0.01 par value | 1,986 | |
| Ford Stock Units | [1] | 03/02/2019 | | M[1] | | | 2,566 | [1] | [1] | Common Stock, $0.01 par value | 2,566 | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Ford Stock Units | (7) | 03/04/2019 | A(7) | 30,874 | | (7) | (7) | Common Stock, $0.01 par value | 30,874 |
| Ford Stock Units | (4) | 03/02/2019 | M(4) | | 756 | (4) | (4) | Common Stock, $0.01 par value | 756 |
| Ford Stock Units | (4) | 03/02/2019 | M(4) | | 586 | (4) | (4) | Common Stock, $0.01 par value | 586 |
| Ford Stock Units | (4) | 03/03/2019 | M(4) | | 565 | (4) | (4) | Common Stock, $0.01 par value | 565 |
| Ford Stock Units | (8) | 03/04/2019 | A(8) | 2,553 | | (8) | (8) | Common Stock, $0.01 par value | 2,553 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| O'Callaghan Catherine A.<br>ONE AMERICAN ROAD<br>DEARBORN, MI 48126 | | | Vice President and Controller | |

# Signatures

| | |
|---|---|
| Jerome F. Zaremba, Attorney-in-Fact | 03/05/2019 |
| **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 Long-Term Incentive Plan.

**(2)** These shares were acquired under the Company's Long-Term Incentive Plan without payment by me and are a final award related to a 2016 performance-based restricted stock unit opportunity.

**(3)** These shares were withheld by the Company to cover my income tax liability relating to March 2, 2019 and March 3, 2019 vesting of awards of Common Stock under the Company's Long-Term Incentive Plan. The amount withheld for taxes for each award was determined using the closing price of Ford stock on March 1, 2019.

**(4)** The reported transaction involved the conversion, without payment by my spouse, of Ford Stock Units into shares of Common Stock under the Company's Long-Term Incentive Plan.

**(5)** These shares are held by my spouse.

**(6)** These shares were withheld by the Company to cover my spouse's income tax liability relating to March 2, 2019 and March 3, 2019 vesting of awards of Common Stock under the Company's Long-Term Incentive Plan. The amount withheld for taxes for each award was determined using the closing price of Ford stock on March 1, 2019.

**(7)** These Ford Restricted Stock Units were acquired under the Company's 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 to the extent of 33% after one year from the date of grant (03/04/2019), 66% after two years, and in full after three years.

**(8)** These Ford Restricted Stock Units were acquired under the Company's Long-Term Incentive Plan without payment by my spouse. These Ford Restricted Stock Units will be converted and distributed to my spouse, without payment, in shares of Common Stock to the extent of 33% after one year from the date of grant (03/04/2019), 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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