

FORD MOTOR CO
Form 4
August 06, 2013

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)
08/05/2013

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 or Price				
Common Stock, \$0.01 par value	08/05/2013		M		62,396	A	\$ 15.98 (1)	712,070	D
Common Stock, \$0.01 par value	08/05/2013		M		1,587,301	A	\$ 16.49 (2)	2,299,371	D
Common Stock, \$0.01 par value	08/05/2013		M		1,658,544	A	\$ 12.49 (3)	3,957,915	D

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Common Stock, \$0.01 par value	08/05/2013	S	3,030,684	D	\$ 17.213 <u>(4)</u>	927,231	D	
Common Stock, \$0.01 par value						90,776	I	By Company Plan
Common Stock, \$0.01 par value						551,843	I	By Annuity Trust <u>(5)</u>
Common Stock, \$0.01 par value						60,843	I	by Spouse as Trustee <u>(6)</u>
Common Stock, \$0.01 par value						44,891	I	By Children <u>(7)</u>
Common Stock, \$0.01 par value						12,412	I	By Spouse <u>(8)</u>
Common Stock, \$0.01 par value						19,153	I	By Spouse as Custodian <u>(9)</u>
Common Stock, \$0.01 par value						146,429	I	By Trust-Children <u>(10)</u>
Common Stock, \$0.01 par value						186,964	I	By Voting Trust <u>(11)</u>

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

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

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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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Number of Shares
Employee Stock Option (Right to Buy)	\$ 15.98	08/05/2013		M ⁽¹⁾	62,396	⁽¹⁾ 12/30/2013	Common Stock, \$0.01 par value	62,
Employee Stock Option (Right to Buy)	\$ 16.49	08/05/2013		M ⁽²⁾	1,587,301	⁽²⁾ 01/04/2014	Common Stock, \$0.01 par value	1,587,
Employee Stock Option (Right to Buy)	\$ 12.49	08/05/2013		M ⁽³⁾	1,658,544	⁽³⁾ 03/10/2015	Common Stock, \$0.01 par value	1,658,

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 08/06/2013

**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) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (12/31/2003), 66% after two years, and in full after three years.
- (2) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (01/05/2004), 66% after two years, and in full after three years.
- (3) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/11/2005), 66% after two years, and in full after three years.

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- (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 \$17.1500 to \$17.3950. A breakdown of each transaction will be provided upon request.
- (5) These shares are held in a grantor retained annuity trust of which I am the trustee.
- (6) I disclaim beneficial ownership of these shares held by my wife as trustee of this trust for the benefit of my descendants.
- (7) I disclaim beneficial ownership of these shares owned by my children.
- (8) I disclaim beneficial ownership of these shares owned by my wife.
- (9) I disclaim beneficial ownership of these shares held by my wife as custodian for one of my children.
- (10) I am the trustee of these trusts for my children. I disclaim beneficial ownership of these shares.
- (11) I am a trustee of the voting trust. As shown, it holds 186,964 shares of Common Stock for my benefit. I disclaim beneficial ownership of any other shares of Common Stock in said voting trust.

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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