

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
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(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	11
							552,435
Common Stock, \$0.01 par value	03/04/2016		M ⁽¹⁾		36,026	A	11
							588,461
Common Stock, \$0.01 par value	03/04/2016		F ⁽²⁾		196,137	D	\$ 13.59
							392,324

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