

FORD MOTOR CO
Form 4
February 06, 2014

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)
02/05/2014

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	02/05/2014		Z		186,964	D	\$ 0 0
Common Stock, \$0.01 par value	02/05/2014		Z		186,964	A	\$ 0 1,208,311
Common Stock, \$0.01 par value	02/05/2014		C		1,208,310	D	\$ 0 1

By Voting Trust ⁽¹⁾

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Common Stock, \$0.01 par value	02/05/2014	C	115,564	D	\$ 0	0	I	By Annuity Trust <u>(2)</u>
Class B Stock, \$0.01 par value	02/05/2014	C	115,564	A	\$ 0	824,794	I	By Annuity Trust <u>(2)</u>
Class B Stock, \$0.01 par value	02/05/2014	C	1,208,310	A	\$ 0	7,552,115	I	By Voting Trust <u>(3)</u>
Class B Stock, \$0.01 par value						74,189	I	By Spouse <u>(4)</u>
Class B Stock, \$0.01 par value						551,287	I	By Voting Trust-Children <u>(5)</u>
Class B Stock, \$0.01 par value						187,012	I	by Spouse as Trustee <u>(6)</u>
Common Stock, \$0.01 par value						60,843	I	by Spouse as Trustee <u>(6)</u>
Common Stock, \$0.01 par value						92,989	I	By Company Plan
Common Stock, \$0.01 par value						12,412	I	By Spouse <u>(4)</u>
Common Stock, \$0.01 par value						198,039	I	By Trust-Children <u>(7)</u>
Common Stock, \$0.01 par value						44,891	I	By Children <u>(8)</u>

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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.

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

02/06/2014

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) I am a trustee of the voting trust. As shown, it holds 0 shares of Common Stock for my benefit. I disclaim beneficial ownership of any other shares of Common Stock in said voting trust.
- (2) These shares are held in a grantor retained annuity trust of which I am the trustee.
- (3) I am one of five trustees of the voting trust. As shown, it holds 7,552,115 shares of Class B Stock for my benefit. I disclaim beneficial ownership of any other shares of Class B Stock in said voting trust.
- (4) I disclaim beneficial ownership of these shares owned by my wife.

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- (5) I am one of five trustees of the voting trust. As shown, it holds 551,287 shares of Class B Stock for the benefit of my children. I disclaim beneficial ownership of these shares.
- (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 am the trustee of these trusts for my children. I disclaim beneficial ownership of these shares.
- (8) I disclaim beneficial ownership of these shares owned by my children.

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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