

FORD MOTOR CO

Form 5

February 09, 2017

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
FORD EDSEL B II

(Last) (First) (Middle)

FORD MOTOR COMPANY,Â ONE
AMERICAN ROAD

(Street)

2. Issuer Name and Ticker or Trading
Symbol
FORD MOTOR CO [F]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20165. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

DEARBORN,Â MIÂ 48126

(City) (State) (Zip)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.01 par value	02/04/2016	Â	G	14,580 D \$ 0	125,518	D	Â
Common Stock, \$.01 par value	03/23/2016	Â	G	399,000 A \$ 0	525,120	D	Â

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Common Stock, \$0.01 par value	04/13/2016	Â	G	339,435	A	\$ 0	864,555	D	Â
Common Stock, \$0.01 par value	04/21/2016	Â	G	738,435	D	\$ 0	126,120	D	Â
Common Stock, \$0.01 par value	12/27/2016	Â	G	738,435	A	\$ 0	877,021	D	Â
Common Stock, \$0.01 par value	12/28/2016	Â	G	2,240	D	\$ 0	874,781	D	Â
Common Stock, \$0.01 par value	02/04/2016	Â	G	9,720	A	\$ 0	867,044	I	By Trust-Children <u>(1)</u>
Common Stock, \$0.01 par value	09/19/2016	Â	G	35,688	A	\$ 0	251,938	I	as Trustee-Remainder Trusts <u>(2)</u>
Common Stock, \$0.01 par value	03/23/2016	Â	G	399,000	D	\$ 0	628,731	I	By Annuity Trust <u>(3)</u>
Common Stock, \$0.01 par value	04/13/2016	Â	G	339,435	D	\$ 0	289,296	I	By Annuity Trust <u>(3)</u>
Common Stock, \$0.01 par value	04/21/2016	Â	G	738,435	A	\$ 0	1,027,731	I	By Annuity Trust <u>(3)</u>
Common Stock, \$0.01 par value	12/27/2016	Â	G	738,435	D	\$ 0	289,296	I	By Annuity Trust <u>(3)</u>
Class B Stock, \$0.01 par value	03/14/2016	Â	G	2,109	D	\$ 0	2,133,526	I	By Voting Trust-Children <u>(4)</u>
	05/05/2016	Â	G	2,101	D	\$ 0	2,131,425	I	

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Class B Stock, \$0.01 par value									By Voting Trust-Children ⁽⁴⁾
Class B Stock, \$0.01 par value	12/30/2016	Â	G	2,298	D	\$ 0	2,129,127	I	By Voting Trust-Children ⁽⁴⁾
Class B Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	1,803,787	I	as Trustee-Remainder Trusts ⁽²⁾
Class B Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	80	I	By Voting Trust ⁽⁵⁾
Class B Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	32,508	I	By Spouse ⁽⁶⁾
Class B Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	1,269,672	I	as Trustee ⁽⁷⁾
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	20,345	I	By Company Plan
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	24,321	I	By Spouse ⁽⁶⁾
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	17,346	I	as Trustee ⁽⁷⁾

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pri Deriv Secur
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Ford Stock Units	Â	Â	Â	Â	Â	Â	Â (8)	Â (8)	Common Stock, \$0.01 par value	141,577 (8)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FORD EDSSEL B II FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126	Â X Â Â Â

Signatures

Jerome F. Zaremba,
Attorney-in-Fact 02/09/2017

**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 the trustee of these trusts for my children. I disclaim beneficial ownership of these shares.
- (2) I am the trustee of these trusts for the benefit of my children's children. I disclaim beneficial ownership of these shares.
- (3) These shares are held in a grantor retained annuity trust of which I am trustee.
- (4) I am one of four trustees of the voting trust. As shown, it holds 2,129,127 shares of Class B Stock for the benefit of my children. I disclaim beneficial ownership of these shares.
- (5) I am one of four trustees of the voting trust. As shown, it holds 80 shares of Class B Stock for my benefit. I disclaim beneficial ownership of any other shares of Class B Stock in said voting trust.
- (6) I disclaim beneficial ownership of these shares owned by my wife.
- (7) I am the trustee of this trust which holds these shares for the benefit of my children. I disclaim beneficial ownership of these shares.
- (8) These Ford Stock Units were acquired under the Company's Deferred Compensation Plan for Non-Employee Directors. In general, these Ford Stock Units will be converted and distributed to me, without payment, in cash, on January 10th of the year following termination of Board service, based upon the then current market value of a share of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.