

FORD MOTOR CO

Form 4

March 06, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FIELDS MARK

(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)

03/02/2017

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)

President and CEO

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)
Common Stock, \$0.01 par value	03/03/2017		M ⁽¹⁾	85,302 A	1,660,091	D	
Common Stock, \$0.01 par value	03/03/2017		F ⁽²⁾	27,859 D	\$ 12.64 1,632,232	D	

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**

SEC 1474
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Ford Stock Units	(3)	03/03/2017		M(3)		85,302		(3)	(3)	Common Stock, \$0.01 par value	85,302
Ford Stock Units	(4)	03/02/2017		A(4)		276,461		(4)	(4)	Common Stock, \$0.01 par value	276,461
Ford Stock Units	(5)	03/03/2017		A(5)		184,638		(5)	(5)	Common Stock, \$0.01 par value	184,638

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIELDS MARK FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126	X		President and CEO	

Signatures

Jerome F. Zaremba,
Attorney-in-Fact

03/06/2017

__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) 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)

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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.

These Ford Restricted Stock Units were acquired under the Company's 2008 Long-Term Incentive Plan without payment by me. These

- (3) 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.

These Ford Restricted Stock Units were acquired under the Company's 2008 Long-Term Incentive Plan without payment by me. These

- (4) 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 (03/02/2017), 66% after two years, and in full after three years.

These Ford Restricted Stock Units were acquired under the Company's 2008 Long-Term Incentive Plan without payment by me. These

- (5) Ford Restricted Stock Units will be converted and distributed to me, without payment, in shares of Common Stock on 03/03/2019.

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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