

FARLEY JR JAMES D

Form 4

March 06, 2018

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
FARLEY JR JAMES D

(Last) (First) (Middle)

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)

03/02/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)
Common Stock, \$0.01 par value	03/02/2018		M ⁽¹⁾	24,893 A <u>11</u>	428,304	D	
Common Stock, \$0.01 par value	03/02/2018		F ⁽²⁾	75,555 D \$ 10.4	352,749	D	
Common Stock, \$0.01 par value	03/03/2018		M ⁽¹⁾	21,326 A <u>11</u>	374,075	D	

Common Stock, \$0.01 par value	03/04/2018	M ⁽¹⁾	17,499	A	<u>(1)</u>	391,574	D
---	------------	------------------	--------	---	------------	---------	---

Common Stock, \$0.01 par value	03/04/2018	A ⁽³⁾	95,726	A	<u>(3)</u>	487,300	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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Ford Stock Units	<u>(1)</u>	03/04/2018		M <u>(1)</u>			17,499	<u>(1)</u>	<u>(1)</u>	Common Stock, \$0.01 par value	17,499
Ford Stock Units	<u>(1)</u>	03/03/2018		M <u>(1)</u>			21,326	<u>(1)</u>	<u>(1)</u>	Common Stock, \$0.01 par value	21,326
Ford Stock Units	<u>(1)</u>	03/02/2018		M <u>(1)</u>			24,893	<u>(1)</u>	<u>(1)</u>	Common Stock, \$0.01 par value	24,893
Ford Stock Units	<u>(4)</u>	03/02/2018		A <u>(4)</u>		146,923		<u>(4)</u>	<u>(4)</u>	Common Stock, \$0.01 par value	146,923

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

FARLEY JR JAMES D
ONE AMERICAN ROAD
DEARBORN, MI 48126

Executive Vice President

Signatures

Jerome F. Zaremba,
Attorney-in-Fact

03/06/2018

__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 Long-Term Incentive Plan.
- These shares were withheld by the Company to cover my income tax liability relating to March 2, 2018, March 3, 2018, and March 4,
- (2) 2018 vesting of awards of Common Stock under the Company's Long-Term Incentive Plan. The amount withheld for taxes for each award was determined using the closing price of Ford stock on March 2, 2018.
- (3) These shares were acquired under the Company's Long-Term Incentive Plan without payment by me and are a final award related to a 2015 performance-based restricted stock unit opportunity.
- These Ford Restricted Stock Units were acquired under the Company's Long-Term Incentive Plan without payment by me. These Ford
- (4) 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 (03/02/2018), 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.

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.