

FORD EDSEL B II
Form 4
December 21, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 EDSEL B II

(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)
12/20/2012

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)

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)	
				(A) or (D)	Amount	Price		
Class B Stock, \$0.01 par value	12/20/2012		G	40,000 D	\$ 0	2,042,522	I	By Voting Trust-Children ⁽¹⁾
Class B Stock, \$0.01 par value	12/20/2012		G	40,000 A	\$ 0	950,712	I	as Trustee-Remainder Trusts ⁽²⁾
Common Stock, \$0.01 par value	12/20/2012		G	73,706 A	\$ 0	163,690	I	as Trustee-Remainder Trusts ⁽²⁾

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Common Stock, \$0.01 par value	1,661,127	D	
Common Stock, \$0.01 par value	17,344	I	By Company Plan
Common Stock, \$0.01 par value	315,459	I	as Trustee ⁽³⁾
Common Stock, \$0.01 par value	24,321	I	By Spouse ⁽⁴⁾
Common Stock, \$0.01 par value	656,864	I	By Trust-Children ⁽⁵⁾
Class B Stock, \$0.01 par value	80	I	By Voting Trust ⁽⁶⁾
Class B Stock, \$0.01 par value	1,829,569	I	as Trustee ⁽³⁾
Class B Stock, \$0.01 par value	32,508	I	By Spouse ⁽⁴⁾

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	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 Beneficially Owned (Instr. 5)
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(A) or
 Disposed
 of (D)
 (Instr. 3,
 4, and 5)

Repor
 Trans
 (Instr

Code	V	(A)	(D)	Date	Expiration	Title	Amount
				Exercisable	Date		or Number of Shares

Reporting Owners

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

Signatures

Jerome F. Zaremba, Attorney-in-Fact	12/21/2012
<u> </u> **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 one of five trustees of the voting trust. As shown, it holds 2,042,522 shares of Class B Stock for the benefit of 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) I am the trustee of this trust which holds these shares for the benefit of my children. I disclaim beneficial ownership of these shares.
- (4) I disclaim beneficial ownership of these shares owned by my wife.
- (5) I am the trustee of these trusts for my children. I disclaim beneficial ownership of these shares.
- (6) I am one of five 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.

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.