

FORD WILLIAM CLAY JR
 Form 4
 March 05, 2013

FORM 4

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

OMB APPROVAL

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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 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)
03/03/2013

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	03/03/2013		M ⁽¹⁾		253,742	A	11
Common Stock, \$0.01 par value	03/03/2013		F ⁽²⁾		117,229	D	\$ 12.61
Common Stock, \$0.01 par value					89,479	I	By Company Plan

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Common Stock, \$0.01 par value	12,412	I	By Spouse ⁽³⁾
Common Stock, \$0.01 par value	60,843	I	by Spouse as Trustee ⁽⁴⁾
Common Stock, \$0.01 par value	19,153	I	By Spouse as Custodian ⁽⁵⁾
Common Stock, \$0.01 par value	186,964	I	By Voting Trust ⁽⁶⁾
Common Stock, \$0.01 par value	551,843	I	By Annuity Trust ⁽⁷⁾
Common Stock, \$0.01 par value	44,891	I	By Children ⁽⁸⁾
Common Stock, \$0.01 par value	146,429	I	By Trust-Children ⁽⁹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Security (Instr. 3 and 4)
				Code	(A) (D)	Date Exercisable Expiration Date	Title
	<u>(1)</u>	03/03/2013		<u>M</u> ⁽¹⁾	(A) (D) 253,742	<u>(1)</u> <u>(1)</u>	

Ford Stock Units								Common Stock, \$0.01 par value
Ford Stock Units	(10)	03/04/2013	A(10)	171,347	(10)	(10)		Common Stock, \$0.01 par value
Employee Stock Option (Right to Buy)	\$ 12.75	03/04/2013	A(11)	347,912	(11)	03/03/2023		Common Stock, \$0.01 par value

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

03/05/2013

 **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) 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.
- (3) I disclaim beneficial ownership of these shares owned by my wife.
- (4) I disclaim beneficial ownership of these shares held by my wife as trustee of this trust for the benefit of my descendants.
- (5) I disclaim beneficial ownership of these shares held by my wife as custodian for one of my children.
- (6) I am a trustee of the voting trust. As shown, it holds 186,964 shares of Common Stock for my benefit. I disclaim beneficial ownership of any other shares of Common Stock in said voting trust.
- (7) These shares are held in a grantor retained annuity trust of which I am the trustee.
- (8) I disclaim beneficial ownership of these shares owned by my children.
- (9) I am the trustee of these trusts for my children. I disclaim beneficial ownership of these shares.
- (10) These Ford Restricted Stock Units were acquired under the Company's 2008 Long-Term Incentive Plan without payment by me. These Ford Restricted Stock Units will be converted and distributed to me, without payment, in shares of Common Stock on March 4, 2015.

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This option was granted under the Company's 2008 Long-Term Incentive Plan without payment by me. The option is exercisable to the
(11) extent of 33% of the shares optioned after one year from the date of grant (03/04/2013), 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.