

FORD EDSEL B II
Form 4
March 19, 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 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)
03/18/2013

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)

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	03/18/2013		C ⁽¹⁾	153,550 (1)	D (1) 161,909	I	as Trustee ⁽²⁾
Class B Stock, \$0.01 par value	03/18/2013		C ⁽¹⁾	153,550 (1)	A (1) 1,983,119	I	as Trustee ⁽²⁾
Class B Stock, \$0.01 par value					80	I	By Voting Trust ⁽³⁾

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Class B Stock, \$0.01 par value	2,042,522	I	By Voting Trust-Children ⁽⁴⁾
Class B Stock, \$0.01 par value	950,712	I	as Trustee-Remainder Trusts ⁽⁵⁾
Class B Stock, \$0.01 par value	32,508	I	By Spouse ⁽⁶⁾
Common Stock, \$0.01 par value	149,090	D	
Common Stock, \$0.01 par value	17,452	I	By Company Plan
Common Stock, \$0.01 par value	664,944	I	By Trust-Children ⁽⁷⁾
Common Stock, \$0.01 par value	1,503,957	I	By Annuity Trust ⁽⁸⁾
Common Stock, \$0.01 par value	163,690	I	as Trustee-Remainder Trusts ⁽⁵⁾
Common Stock, \$0.01 par value	24,321	I	By Spouse ⁽⁶⁾

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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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

03/19/2013

**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 transactions resulted from an exchange of Common Stock for Class B stock on a one-for-one basis among holders of Class B stock.
- (2) I am the trustee of this trust which holds these shares for the benefit of my children. I disclaim beneficial ownership of these shares.
- (3) 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.
- (4) 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.
- (5) I am the trustee of these trusts for the benefit of my children's children. I disclaim beneficial ownership of these shares.
- (6) I disclaim beneficial ownership of these shares owned by my wife.
- (7) I am the trustee of these trusts for my children. I disclaim beneficial ownership of these shares.
- (8) These shares are held in a grantor retained annuity trust of which I am trustee.

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.