Shanks Robert L
Form 4
March 05, 2019

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Shanks Robert L

(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)
03/02/2019

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)
Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, $0.01 par value	03/02/2019		M(1)		70,880	A	(1)	699,649	D	
Common Stock, $0.01 par value	03/03/2019		M(1)		23,165	A	(1)	722,814	D	
Common Stock, $0.01 par value	03/03/2019		M(2)		77,669	A	(2)	800,483	D	

Common Stock, $0.01 par value	03/04/2019		F[3]	57,782	D	$ 8.79	742,701	D	

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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Ford Stock Units	(1)	03/03/2019		M[1]			23,165	(1)	(1)	Common Stock, $0.01 par value	23,16
Ford Stock Units	(1)	03/02/2019		M[1]			24,046	(1)	(1)	Common Stock, $0.01 par value	24,04
Ford Stock Units	(1)	03/02/2019		M[1]			46,834	(1)	(1)	Common Stock, $0.01 par value	46,83
Ford Stock Units	(4)	03/04/2019		M[4]		136,208		(4)	(4)	Common Stock, $0.01 par value	136,20

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shanks Robert L FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126			Chief Financial Officer	

Signatures

Jerome F. Zaremba, Attorney-in-Fact	03/05/2019
**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.

(2) These shares were acquired under the Company's Long-Term Incentive Plan without payment by me and are a final award related to a 2016 performance-based restricted stock unit opportunity.

(3) These shares were withheld by the Company to cover my income tax liability relating to March 2, 2019 and March 3, 2019 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 1, 2019.

(4) These Ford Restricted Stock Units were acquired under the Company's 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 to the extent of 33% after one year from the date of grant (03/04/2019), 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.
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