

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 or Price					
Common Stock, \$0.01 par value	03/03/2013		M ⁽¹⁾		253,742	A	Ⓛ	4,444,866	D	
Common Stock, \$0.01 par value	03/03/2013		F ⁽²⁾		117,229	D	\$	4,327,637	D	
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)	
						Date Exercisable	Expiration Date	Title
	<u>(1)</u>	03/03/2013		Code V <u>M</u> ⁽¹⁾	(A) (D) 253,742	<u>(1)</u>	<u>(1)</u>	

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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.