

FORD MOTOR CO
Form 4
August 12, 2014

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

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

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 *
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)
08/11/2014

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)
Executive Vice President-CFO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, \$0.01 par value | 08/11/2014 | | M | | 14,520 A \$ 12.49 | 304,915 ⁽¹⁾ | D |
| Common Stock, \$0.01 par value | 08/11/2014 | | M | | 15,655 A \$ 7.83 | 320,570 ⁽²⁾ | D |
| Common Stock, \$0.01 par value | 08/11/2014 | | M | | 41,283 A \$ 7.55 | 361,853 ⁽³⁾ | D |

Edgar Filing: FORD MOTOR CO - Form 4

| | | | | | | | |
|--------------------------------|------------|---|---------|---|----------|------------------------|---|
| Common Stock, \$0.01 par value | 08/11/2014 | M | 72,342 | A | \$ 6.14 | 433,195 ⁽⁴⁾ | D |
| Common Stock, \$0.01 par value | 08/11/2014 | M | 137,096 | A | \$ 1.96 | 570,291 ⁽⁵⁾ | D |
| Common Stock, \$0.01 par value | 08/11/2014 | S | 280,896 | D | \$ 17.13 | 289,395 ⁽⁶⁾ | D |

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 (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 |
| Employee Stock Option (Right to Buy) | \$ 12.49 | 08/11/2014 | | M | 14,520 | ⁽¹⁾ 03/10/2015 | Common Stock, \$0.01 par value 14,520 |
| Employee Stock Option (Right to Buy) | \$ 7.83 | 08/11/2014 | | M | 15,655 | ⁽²⁾ 03/09/2016 | Common Stock, \$0.01 par value 15,655 |
| Employee Stock Option (Right to Buy) | \$ 7.55 | 08/11/2014 | | M | 41,283 | ⁽³⁾ 03/04/2017 | Common Stock, \$0.01 par value 41,283 |
| | \$ 6.14 | 08/11/2014 | | M | 72,342 | ⁽⁴⁾ 03/04/2018 | 72,342 |

Employee
Stock
Option
(Right to
Buy)

Common
Stock,
\$0.01 par
value

Employee
Stock
Option \$ 1.96 08/11/2014 M 137,096 ⁽⁵⁾ 03/10/2019
(Right to
Buy)

Common
Stock,
\$0.01 par
value 137,09

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shanks Robert L FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126 | | | Executive Vice President-CFO | |

Signatures

Jerome F. Zaremba, 08/12/2014
Attorney-in-Fact

**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 option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/11/2005), 66% after two years, and in full after three years.
- (2) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/10/2006), 66% after two years, and in full after three years.
- (3) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/05/2007), 66% after two years, and in full after three years.
- (4) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/05/2008), 66% after two years, and in full after three years.
- (5) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/11/2009), 66% after two years, and in full after three years.
- (6) The price shown is the weighted average sales price for the reported transaction. The range of prices at which common stock was sold for the reported transaction was \$17.11 to \$17.15. A breakdown of each transaction will be provided upon request.

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.