

FORD MOTOR CO
Form 4
August 06, 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 *
FLEMING JOHN

(Last) (First) (Middle)

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)
08/02/2013

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)
Executive Vice President

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	(A) or (D)	Price
Common Stock, \$0.01 par value	08/02/2013		M		42,000	A	\$ 13.26 (1)
Common Stock, \$0.01 par value	08/02/2013		M		22,000	A	\$ 12.49 (2)
Common Stock, \$0.01 par value	08/02/2013		M		177,097	A	\$ 1.96 (3)

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Common Stock, \$0.01 par value	08/02/2013	S	241,097	D	\$ 17.3992 <u>(4)</u>	611,913	D	
Common Stock, \$0.01 par value						39,926	I	By Company Plan

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
Employee Stock Option (Right to Buy)	\$ 1.96	08/02/2013		M ⁽³⁾	177,097	<u>(3)</u> 03/10/2019	Common Stock, \$0.01 par value 177,097
Employee Stock Option (Right to Buy)	\$ 12.49	08/02/2013		M ⁽²⁾	22,000	<u>(2)</u> 03/10/2015	Common Stock, \$0.01 par value 22,000
Employee Stock Option (Right to Buy)	\$ 13.26	08/02/2013		M ⁽¹⁾	42,000	<u>(1)</u> 03/11/2014	Common Stock, \$0.01 par value 42,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

FLEMING JOHN
ONE AMERICAN ROAD
DEARBORN, MI 48126

Executive Vice President

Signatures

Jerome F. Zaremba,
Attorney-in-Fact

08/06/2013

 **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) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/12/2004), 66% after two years, and in full after three years.
- (2) This 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.
- (3) This 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.
- (4) 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 \$17.3900 to \$17.4200. 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.

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