FORD MOTOR CO

Form 5

Class B Stock,

\$0.01 par value

Class B Stock,

\$0.01 par value

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01/04/2013

01/18/2013

February 06, 2014

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer FORD WILLIAM CLAY JR Symbol FORD MOTOR CO [F] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) _X_ Director 10% Owner _X__ Officer (give title Other (specify 12/31/2013 below) below) FORD MOTOR COMPANY, Â ONE Exec. Chairman and Chairman AMERICAN ROAD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) DEARBORN, MIÂ 48126 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount 7. Nature of Indirect Beneficial Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of (D) of Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Ownership (Month/Day/Year) (Instr. 8) Owned at Direct (D) (Instr. 4) end of or Indirect Issuer's (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and or

Price

\$0

\$0

73,193

74,189

Ι

(D)

Α

Amount

2,077

996

G

G

By Spouse (1)

By Spouse (1)

Class B Stock, \$0.01 par value	08/26/2013	Â	G	11,179	D	\$ 0	0	I	By Spouse as Custodian (2)
Class B Stock, \$0.01 par value	01/04/2013	Â	G	2,077	A	\$0	6,621,769	I	By Voting Trust (3)
Class B Stock, \$0.01 par value	01/18/2013	Â	G	8,964	D	\$0	6,612,805	I	By Voting Trust (3)
Class B Stock, \$0.01 par value	12/04/2013	Â	G	269,000	D	\$0	6,343,805	I	By Voting Trust (3)
Class B Stock, \$0.01 par value	12/04/2013	Â	G	269,000	A	\$ 0	709,230	I	By Annuity Trust (4)
Class B Stock, \$0.01 par value	01/04/2013	Â	G	6,231	A	\$ 0	419,152	I	By Voting Trust-Children (5)
Class B Stock, \$0.01 par value	01/18/2013	Â	G	5,976	A	\$ 0	425,128	I	By Voting Trust-Children
Class B Stock, \$0.01 par value	08/26/2013	Â	G	126,159	A	\$ 0	551,287	I	By Voting Trust-Children
Common Stock, \$0.01 par value	12/04/2013	Â	G	359,116	A	\$ 0	1,286,347	D	Â
Common Stock, \$0.01 par value	12/13/2013	Â	G	265,000	D	\$ 0	1,021,347	D	Â
Common Stock, \$0.01 par value	10/25/2013	Â	G	19,153	D	\$ 0	0	I	By Spouse as Custodian (2)
	10/25/2013	Â	G	51,610	A	\$0	198,039	I	

Common Stock, \$0.01 par value									By Trust-Children
Common Stock, \$0.01 par value	12/04/2013	Â	G	436,279	D	\$0	115,564	I	By Annuity Trust (4)
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	92,768	I	By Company Plan
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	12,412	I	By Spouse (1)
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	60,843	I	by Spouse as Trustee (7)
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	186,964	I	By Voting Trust (8)
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	44,891	I	By Children (9)
Class B Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	187,012	I	by Spouse as Trustee (7)
Reminder: Report on a separate line for each class of Persons who respond to the collection of information SEC 2								SEC 2270	

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

contained in this form are not required to respond unless

the form displays a currently valid OMB control number.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
					of (D)	

(9-02)

(Instr. 3, 4, and 5)

							Date Exercisable	Expiration Date	Title	Amount or Number of
BEP Ford Stock Fund Units	Â	Â	Â	Â	(A)	(P)	(10)	(10)	Common Stock, \$0.01 par value	Shares 42,143 (10)
Employee Stock Option (Right to Buy)	\$ 12.46	Â	Â	Â	Â	Â	(11)	03/04/2022	Common Stock, \$0.01 par value	595,238 (11)
Employee Stock Option (Right to Buy)	\$ 2.84	Â	Â	Â	Â	Â	(12)	03/26/2019	Common Stock, \$0.01 par value	3,470,000 (12)
Employee Stock Option (Right to Buy)	\$ 12.98	Â	Â	Â	Â	Â	(13)	08/04/2020	Common Stock, \$0.01 par value	1,320,754 (13)
Employee Stock Option (Right to Buy)	\$ 12.69	Â	Â	Â	Â	Â	(14)	03/02/2020	Common Stock, \$0.01 par value	485,436 (14)
Employee Stock Option (Right to Buy)	\$ 14.76	Â	Â	Â	Â	Â	(15)	03/02/2021	Common Stock, \$0.01 par value	412,735 (15)
Employee Stock Option (Right to Buy)	\$ 12.75	Â	Â	Â	Â	Â	(16)	03/03/2023	Common Stock, \$0.01 par value	347,912 (16)
Employee Stock Option (Right to Buy)	\$ 12.49	Â	Â	Â	Â	Â	(17)	03/10/2015	Common Stock, \$0.01 par value	26,849 <u>(17</u>
Ford Stock	Â	Â	Â	Â	Â	Â	(18)	(18)	Common Stock,	2,686 (18)

Units							\$0.01 par value	
Ford Stock Units	Â	Â	Â	Â	(15	9) Â (19)	Common Stock, \$0.01 par value	175,473 (19)
Ford Stock Units	Â	Â	Â	Â	<u>(20</u>	(20)	Common Stock, \$0.01 par value	171,347 (20)

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
FORD WILLIAM CLAY JR							
FORD MOTOR COMPANY	ÂΧ	Â	Exec. Chairman and Chairman	â			
ONE AMERICAN ROAD	АЛ	А	A Exec. Chairman and Chairman	A			
DEARBORN, MI 48126							

Signatures

Jerome F. Zaremba, Attorney-in-Fact 02/06/2014

**Signature of Reporting Person

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) I disclaim beneficial ownership of these shares owned by my wife.
- (2) I disclaim beneficial ownership of these shares held by my wife as custodian for one of my children.
- (3) I am one of five trustees of the voting trust. As shown, it holds 6,343,805 shares of Class B Stock for my benefit. I disclaim benefical ownership of any other shares of Class B Stock in said voting trust.
- (4) These shares are held in a grantor retained annuity trust of which I am the trustee.
- (5) I am one of five trustees of the voting trust. As shown, it holds 551,287 shares of Class B Stock for the benefit of my children. I disclaim benefical ownership of these shares.
- (6) I am the trustee of these trusts for my children. I disclaim beneficial ownership of these shares.
- (7) I disclaim beneficial ownership of these shares held by my wife as trustee of this trust for the benefit of my descendants.
- (8) I am a trustee of the voting trust. As shown, it holds 186,964 shares of Common Stock for my benefit. I disclaim beneficial ownership of any other shares of Common Stock in said voting trust.
- (9) I disclaim beneficial ownership of these shares owned by my children.
- (10) These Ford Stock Fund Units were credited to my account by the Company, without payment by me, in transactions exempt under Rule 16b-3(c), under the Company's Benefit Equalization Plan, and included in my most recent plan statement. In general, these Ford Stock Fund Units will be converted and distributed to me, without payment, in cash, following termination of employment, based on the then current price of a Ford Stock Fund Unit and the then current market value of a share of Common Stock.
- This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/05/2012), 66% after two years, and in full after three years.

Reporting Owners 5

- (12) This option became exercisable to the extent of 33% of the shares optioned as of August 5, 2010, 66% of the shares optioned after two years from the date of grant (03/27/2009), and in full after three years from the date of grant (03/27/2009).
- (13) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (08/05/2010), 66% after two years, and in full after three years.
- (14) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/03/2010), 66% after two years, and in full after three years.
- (15) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/03/2011), 66% after two years, and in full after three years.
- (16) This option is exercisable to the 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.
- (17) 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.
- These Ford Stock Units were acquired under the Company's Deferred Compensation Plan for Non-Employee Directors. In general, these

 (18) Ford Stock Units will be converted and distributed to me, without payment, in cash, on January 10th of the year following termination of Board service, based upon the then current market value of a share of Common Stock.
- (19) These Ford Restricted Stock Units were acquired under the Company's 2008 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 on March 5, 2014.
- (20) These Ford Restricted Stock Units were acquired under the Company's 2008 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 on March 4, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.