

FORD MOTOR CO

Form 4

August 12, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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
X Officer (give title ____ Other (specify
below) below)

Executive Vice President-CFO

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)
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

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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.

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(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
(Right to
Buy)

\$ 1.96

08/11/2014

M

137,096

(5)

03/10/2019

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,
Attorney-in-Fact

08/12/2014

__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.

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