

FORD MOTOR CO
Form 5
February 16, 2016

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Schoch David L.

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
FORD MOTOR CO [F]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Group Vice President

ONE AMERICAN ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting (check applicable line)

DEARBORN, MI 48126

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (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	07/08/2015	^	I4 ⁽¹⁾	63,930 (1) D	\$ 14.37 (1)	63,930 I	By Company Plan ⁽¹⁾
Common Stock, \$0.01 par value	^	^	^	^	^	65,264 ⁽²⁾ I	By Company Plan
Common	^	^	^	^	^	145,854 D	^

Stock,
\$0.01 par
value

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)	8. Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 7.55	Â	Â	Â	Â Â Â (3)	03/04/2017	Common Stock, \$0.01 par value	21,344 (3)
Employee Stock Option (Right to Buy)	\$ 6.14	Â	Â	Â	Â Â Â (4)	03/04/2018	Common Stock, \$0.01 par value	28,754 (4)
Employee Stock Option (Right to Buy)	\$ 1.96	Â	Â	Â	Â Â Â (5)	03/10/2019	Common Stock, \$0.01 par value	52,071 (5)
Employee Stock Option (Right to Buy)	\$ 12.69	Â	Â	Â	Â Â Â (6)	03/02/2020	Common Stock, \$0.01 par value	12,393 (6)
Employee Stock Option (Right to Buy)	\$ 14.76	Â	Â	Â	Â Â Â (7)	03/02/2021	Common Stock, \$0.01 par value	9,734 (7)

Buy)												
Employee Stock Option (Right to Buy)	\$ 12.46	^	^	^	^	^	^	^ (8)	03/04/2022	Common Stock, \$0.01 par value	48,894	(8)
Employee Stock Option (Right to Buy)	\$ 12.75	^	^	^	^	^	^	^ (9)	03/03/2023	Common Stock, \$0.01 par value	74,552	(9)
Employee Stock Option (Right to Buy)	\$ 15.37	^	^	^	^	^	^	^ (10)	03/03/2024	Common Stock, \$0.01 par value	69,558	(10)
Ford Stock Units	^	^	^	^	^	^	^	^ (11)	^ (11)	Common Stock, \$0.01 par value	31,191	(11)
Ford Stock Units	^	^	^	^	^	^	^	^ (12)	^ (12)	Common Stock, \$0.01 par value	75,487	(12)
Ford Stock Units	^	^	^	^	^	^	^	^ (13)	^ (13)	Common Stock, \$0.01 par value	88,235	(13)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schoch David L. ONE AMERICAN ROAD DEARBORN, MI 48126	^	^	^	Group Vice President ^

Signatures

Jerome F. Zaremba,
Attorney-in-Fact

02/12/2016

**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).

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- (1) The reported transaction represents an exchange out of shares, or units representing these shares, that were previously acquired under the Company's Savings and Stock Investment Plan.
- (2) Includes 1,335 shares or equivalent units acquired under Ford's Savings and Stock Investment Plan since the date of the reporting person's last ownership report.
- (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) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) The option became 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.
- (10) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/04/2014), 66% after two years, and in full after three years.
- (11) 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 to the extent of 33% after one year from the date of grant (03/04/2015), 66% after two years, and in full after three years.
- (12) 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, 2017.
- (13) 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, 2016.

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.