### Edgar Filing: FORD MOTOR CO - Form 4

FORD MO' Form 4	TOR CO										
March 07, 2	2017										
FORM	Λ4		anau			~~~	NGE		OMB A	PPROVAL	
UNITED STATES SECUR				RITIES A shington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Check this box				Washington, D.C. 20049						January 31,	
if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction STATEMENT OF CHA Filed pursuant to Section Section 17(a) of the Public 30(h) of the				SECUR 6(a) of the tility Hold	ITIES e Securit ling Con	Expires: 2008 Estimated average burden hours per response 0.8					
1(b).											
(Print or Type	Responses)										
Gayton Bradley M Symbol				r Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N	/liddle)		D MOTOR CO [F] e of Earliest Transaction				(Check all applicable)			
· /	ERICAN ROAD			Day/Year)				Director X Officer (give below) GVP and		6 Owner er (specify nsel	
DEARBOI	(Street) RN, MI 48126			endment, Da nth/Day/Year)	-	1		6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by M	One Reporting Po	erson	
(City)		(Zip)	<b>T</b> - 1.1			C	• • •	Person	Dece		
							-	uired, Disposed of		-	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	Pate, if Transaction(A) or Disposed of (D) S Code (Instr. 3, 4 and 5) E /Year) (Instr. 8) C (A) F (A) T				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				Code V	Amount	(D)	Price	(Illstr. 5 and 4)			
Stock, \$0.01 par value	03/04/2017			M <u>(1)</u>	2,841	A	<u>(1)</u>	5,649	D		
Common Stock, \$0.01 par value	03/04/2017			M <u>(1)</u>	2,738	A	(1)	8,387	D		
Common Stock, \$0.01 par value	03/04/2017			F <u>(2)</u>	1,740	D	\$ 12.64	6,647	D		

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Common			Du
Stock,	23,847	т	By Company
\$0.01 par	23,847	1	Plan
value			1 1411

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.

# 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. Transactio Code (Instr. 8)	5. Number prof 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. Pric Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Ford Stock Units	<u>(1)</u>	03/04/2017		M <u>(1)</u>	2,738	<u>(1)</u>	<u>(1)</u>	Common Stock, \$0.01 par value	2 738	<u>(1</u>
Ford Stock Units	(3)	03/04/2017		M <u>(3)</u>	2,841	(3)	<u>(3)</u>	Common Stock, \$0.01 par value	2,841	<u>(3</u>

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
1 0	Director	10% Owner	Officer	Other				
Gayton Bradley M ONE AMERICAN ROAD DEARBORN, MI 48126			GVP and General Counsel					
Signatures								
Jerome F. Zaremba, Attorney-in-Fact		03/07/201	7					
<u>**</u> 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 reported transaction involved the conversion, without payment by me, of Ford Stock Units into shares of Common Stock under the Company's 2008 Long-Term Incentive Plan.
- (2) These shares were withheld by the Company to cover my income tax liability relating to a grant to me of Common Stock under the Company's 2008 Long-Term Incentive Plan.

These Ford Restricted Stock Units were acquired under the Company's 2008 Long-Term Incentive Plan without payment by me. These(3) 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.

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.