

FORD MOTOR CO
Form 4
March 28, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FORD WILLIAM CLAY JR

(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)
03/24/2017

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)
Exec. Chairman and Chairman

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class B Stock, \$0.01 par value | 03/24/2017 | | P | | 171,379 | A | \$ 11.67 |
| | | | | | 8,958,397 | I | |
| Class B Stock, \$0.01 par value | | | | | 687,478 | I | |
| Class B Stock, | | | | | 91,357 | I | |

By Voting Trust ⁽¹⁾

By Annuity Trust ⁽²⁾

By Spouse ⁽³⁾

\$0.01
par
value

Class B
Stock,
\$0.01
par
value

247,855 I

by Spouse as
Trustee ⁽⁴⁾

Class B
Stock,
\$0.01
par
value

2,054,151 I

By Voting
Trust-Children
⁽⁵⁾

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.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FORD WILLIAM CLAY JR FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126 | X | | Exec. Chairman and Chairman | |

Signatures

Jerome F. Zaremba,
Attorney-in-Fact

03/28/2017

__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) I am one of four trustees of the voting trust. As shown, it holds 8,958,397 shares of Class B Stock for my benefit. I disclaim beneficial ownership of any other shares of Class B Stock in said voting trust.
- (2) These shares are held in a grantor retained annuity trust of which I am the trustee.
- (3) I disclaim beneficial ownership of these shares owned by my wife.
- (4) I disclaim beneficial ownership of these shares held by my wife as trustee of this trust for the benefit of my descendants.
- (5) I am one of four trustees of the voting trust. As shown, it holds 2,054,151 shares of Class B Stock for the benefit of my children. I disclaim beneficial ownership of these shares.

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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