FORD WILLIAM CLAY JR
Form 5
February 14, 2018

FORM 5

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

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

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).
Form 3 Holdings Reported
Form 4 Transactions Reported

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

(Last) (First) (Middle)

FORD MOTOR COMPANY,Â ONE AMERICAN ROAD

(Street)

DEARBORN,Â MIÂ 48126

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Exec. Chairman and Chairman

6. Individual or Joint/Group Reporting

(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 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)
				Amount	(A) or (D)	Price			
Class B Stock, $0.01 par value	02/13/2017	Â	G	1,115	A	$ 0	92,472	I	By Spouse (1)
Class B Stock, $0.01 par value	02/13/2017	Â	G	10,039	D	$ 0	8,992,560	I	By Voting Trust (2)

Class B Stock, $0.01 par value	02/14/2017	Â	G	318,955	A	$ 0	9,311,515	I	By Voting Trust (2)
Class B Stock, $0.01 par value	03/06/2017	Â	G	1,115	A	$ 0	9,312,630	I	By Voting Trust (2)
Class B Stock, $0.01 par value	02/13/2017	Â	G	8,924	A	$ 0	2,118,873	I	By Voting Trust-Children (3)
Class B Stock, $0.01 par value	03/06/2017	Â	G	4,460	A	$ 0	2,123,333	I	By Voting Trust-Children (3)
Class B Stock, $0.01 par value	02/14/2017	Â	G	318,955	D	$ 0	368,523	I	By Annuity Trust (4)
Common Stock, $0.01 par value	Â	Â	Â	Â	Â	Â	123,942	I	By Company Plan
Common Stock, $0.01 par value	Â	Â	Â	Â	Â	Â	184,116	D	Â
Class B Stock, $0.01 par value	Â	Â	Â	Â	Â	Â	247,855	I	by Spouse as Trustee (5)

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

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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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

				(Instr. 3, 4, and 5)					
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
BEP Ford Stock Fund Units	Â	Â	Â	Â	Â	Â (6)	Â (6)	Common Stock, $0.01 par value	113,497 (6)
Employee Stock Option (Right to Buy)	$ 15.37	Â	Â	Â	Â	Â (7)	03/03/2024	Common Stock, $0.01 par value	286,415 (7)
Employee Stock Option (Right to Buy)	$ 12.75	Â	Â	Â	Â	Â (8)	03/03/2023	Common Stock, $0.01 par value	347,912 (8)
Employee Stock Option (Right to Buy)	$ 12.46	Â	Â	Â	Â	Â (9)	03/04/2022	Common Stock, $0.01 par value	595,238 (9)
Employee Stock Option (Right to Buy)	$ 14.76	Â	Â	Â	Â	Â (10)	03/02/2021	Common Stock, $0.01 par value	412,735 (10)
Employee Stock Option (Right to Buy)	$ 12.98	Â	Â	Â	Â	Â (11)	08/04/2020	Common Stock, $0.01 par value	1,320,754 (11)
Employee Stock Option (Right to Buy)	$ 12.69	Â	Â	Â	Â	Â (12)	03/02/2020	Common Stock, $0.01 par value	485,436 (12)
Employee Stock Option (Right to Buy)	$ 2.84	Â	Â	Â	Â	Â (13)	03/26/2019	Common Stock, $0.01 par value	1,474,367 (13)
Ford Stock	Â	Â	Â	Â	Â	Â (14)	Â (14)	Common Stock,	3,248 (14)

Units									$0.01 par value	
Ford Stock Units	Â	Â	Â	Â	Â	Â	Â (15)	Â (15)	Common Stock, $0.01 par value	37,118 (15
Ford Stock Units	Â	Â	Â	Â	Â	Â	Â (16)	Â (16)	Common Stock, $0.01 par value	105,152 (16)
Ford Stock Units	Â	Â	Â	Â	Â	Â	Â (17)	Â (17)	Common Stock, $0.01 par value	203,396 (17)

Reporting Owners

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

Signatures

Jerome F. Zaremba, Attorney-in-Fact	02/14/2018
**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 disclaim beneficial ownership of these shares owned by my wife.

(2) I am one of four trustees of the voting trust. As shown, it holds 9,312,630 shares of Class B Stock for my benefit. I disclaim beneficial ownership of any other shares of Class B Stock in said voting trust.

(3) I am one of four trustees of the voting trust. As shown, it holds 2,123,333 shares of Class B Stock for the benefit of my children. I disclaim beneficial ownership of these shares.

(4) These shares are held in grantor retained annuity trusts of which I am the trustee.

(5) I disclaim beneficial ownership of these shares held by my wife as trustee of this trust for the benefit of my descendants.

(6) 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.

(7) This 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.

(8)

This 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.

(9) 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.

(10) 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.

(11) 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.

(12) 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.

(13) 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).

(14) These Ford Stock Units were acquired under the Company's Deferred Compensation Plan for Non-Employee Directors. In general, these 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.

(15) 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, 2018.

(16) 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 51,791 shares on March 3, 2018 and 53,361 shares on March 3, 2019.

(17) 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 (03/02/2017), 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 provided is insufficient, *see* Instruction 6 for procedure.
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