

FORD MOTOR CO
Form 4
August 13, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Rowley Stuart J.

(Last) (First) (Middle)

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)
08/12/2014

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)

Vice President and Controller

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$0.01 par value | 08/12/2014 | | M ⁽¹⁾ | | 10,000 | A | \$ 12.49 |
| Common Stock, \$0.01 par value | 08/12/2014 | | M ⁽²⁾ | | 7,863 | A | \$ 7.55 |
| Common Stock, \$0.01 par value | 08/12/2014 | | M ⁽³⁾ | | 13,219 | A | \$ 1.96 |
| | | | | | | | 38,404 |
| | | | | | | | 46,267 |
| | | | | | | | 59,486 |
| | | | | | | | D |
| | | | | | | | D |
| | | | | | | | D |

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Common
Stock,
\$0.01 par
value

08/12/2014

S 31,082 D \$ 17.32 28,404 D

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.

SEC 1474
(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) | Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 12.49 | 08/12/2014 | | M ⁽¹⁾ | 10,000 | ⁽¹⁾ 03/10/2015 | Common Stock, \$0.01 par value | 10,000 | |
| Employee Stock Option (Right to Buy) | \$ 7.55 | 08/12/2014 | | M ⁽²⁾ | 7,863 | ⁽²⁾ 03/04/2017 | Common Stock, \$0.01 par value | 7,863 | |
| Employee Stock Option (Right to Buy) | \$ 1.96 | 08/12/2014 | | M ⁽³⁾ | 13,219 | ⁽³⁾ 03/10/2019 | Common Stock, \$0.01 par value | 13,219 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Rowley Stuart J.
ONE AMERICAN ROAD

Director 10% Owner Officer Other

Vice President and Controller

DEARBORN, MI 48126

Signatures

Jerome F. Zaremba,
Attorney-in-Fact

08/13/2014

__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 (03/05/2007), 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 (03/11/2009), 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.