FORD MOTOR CO

Form 4 March 07, 2016

FORM 4

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

OMB

OMB APPROVAL

Number:

3235-0287 January 31,

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average

Section 16. Form 4 or

burden hours per response...

obligations may continue. See Instruction

Check this box

if no longer

subject to

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

Form filed by More than One Reporting

Person

1(b).

Form 5

(Print or Type Responses)

Shanks Robert L	of Reporting Person _	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (Fi	irst) (Middle)	FORD MOTOR CO [F] 3. Date of Earliest Transaction	(Check all applicable)			
FORD MOTOR C AMERICAN ROA		(Month/Day/Year) 03/03/2016	Director 10% Owner _X Officer (give title Other (specify below) Executive Vice President-CFO			
(St	reet)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			

DEARBORN, MI 48126

(City	(State)	(Zip) Tab	le I - Non-l	Derivative S	ecurit	ties Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Commo Stock, \$0.01 p	03/04/2016		Code V M(1)	Amount 18,013	(D)	Price (1)	(Instr. 3 and 4) 332,112	D	
Commo Stock, \$0.01 p	03/04/2016		M <u>(1)</u>	141,176	A	(1)	473,288	D	
Commo Stock, \$0.01 p value	03/04/2016		F(2)	62,768	D	\$ 13.59	410,520	D	

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

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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 on 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)	
	·			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Ford Stock Units	(1)	03/04/2016		M(1)	()	141,176	<u>(1)</u>	<u>(1)</u>	Common Stock, \$0.01 par value	141,17
Ford Stock Units	(1)	03/04/2016		M(1)		18,013	<u>(1)</u>	<u>(1)</u>	Common Stock, \$0.01 par value	18,01;
Ford Stock Units	(3)	03/03/2016		A(3)	68,131		(3)	<u>(3)</u>	Common Stock, \$0.01 par value	68,13

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Shanks Robert L

FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126

Executive Vice President-CFO

Signatures

Jerome F. Zaremba, Attorney-in-Fact 03/07/2016

**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).

Reporting Owners 2

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- (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 (03/03/2016), 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.