

FORD MOTOR CO
Form 5
February 13, 2015

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

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

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

(Last) (First) (Middle)

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

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

FORD MOTOR COMPANY, ONE AMERICAN ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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

6. Individual or Joint/Group Reporting

(check applicable line)

DEARBORN, MI 48126

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock, \$0.01 par value | 12/19/2014 | Â | G | 10,907 | A \$ 0 55,798 | I | By Children ⁽¹⁾ |
| Class B Stock, \$0.01 par value | 01/07/2014 | Â | G | 900 | A \$ 0 75,089 | I | By Spouse ⁽²⁾ |

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| | | | | | | | | | |
|--|------------|---|---|-----------|---|------|-----------|---|---|
| Class B Stock, \$0.01 par value | 01/08/2014 | Â | G | 1,793 | A | \$ 0 | 76,882 | I | By Spouse ⁽²⁾ |
| Class B Stock, \$0.01 par value | 01/07/2014 | Â | G | 8,104 | D | \$ 0 | 6,335,701 | I | By Voting Trust ⁽³⁾ |
| Class B Stock, \$0.01 par value | 01/08/2014 | Â | G | 1,793 | A | \$ 0 | 6,337,494 | I | By Voting Trust ⁽³⁾ |
| Class B Stock, \$0.01 par value | 07/22/2014 | Â | G | 22,814 | A | \$ 0 | 7,568,618 | I | By Voting Trust ⁽³⁾ |
| Class B Stock, \$0.01 par value | 11/14/2014 | Â | G | 332,000 | D | \$ 0 | 7,236,618 | I | By Voting Trust ⁽³⁾ |
| Class B Stock, \$0.01 par value | 11/14/2014 | Â | G | 332,000 | A | \$ 0 | 1,156,794 | I | By Annuity Trust ⁽⁴⁾ |
| Class B Stock, \$0.01 par value | 01/07/2014 | Â | G | 7,204 | A | \$ 0 | 558,491 | I | By Voting Trust-Children ⁽⁵⁾ |
| Class B Stock, \$0.01 par value | 01/08/2014 | Â | G | 7,172 | A | \$ 0 | 565,663 | I | By Voting Trust-Children ⁽⁵⁾ |
| Class B Stock, \$0.01 par value | 06/27/2014 | Â | G | 1,265,625 | A | \$ 0 | 1,831,288 | I | By Voting Trust-Children ⁽⁵⁾ |
| Common Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 97,851 | I | By Company Plan |
| Common Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 209,379 | D | Â |
| | Â | Â | Â | Â | Â | Â | 12,412 | I | By Spouse ⁽²⁾ |

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| | | | | | | | | | | |
|---------------------------------|---|---|---|---|---|---|---------|---|--|-------------------------------------|
| Common Stock, \$0.01 par value | | | | | | | | | | |
| Common Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 60,843 | I | | by Spouse as Trustee ⁽⁶⁾ |
| Common Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 198,039 | I | | By Trust-Children ⁽⁷⁾ |
| Class B Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 187,012 | I | | by Spouse as Trustee ⁽⁶⁾ |

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) (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| BEP Ford Stock Fund Units | Â | Â | Â | Â | Â | Â ⁽⁸⁾ Â ⁽⁸⁾ | Common Stock, \$0.01 par value 57,404 ⁽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 | \$ 2.84 | Â | Â | Â | Â | Â ⁽¹⁰⁾ 03/26/2019 | Common Stock, \$0.01 par 3,364,367 ⁽¹⁰⁾ |

| | | | | | | | | | | | |
|--------------------------------------|----------|---|---|---|---|---|---|--------|------------|--------------------------------|----------------|
| (Right to Buy) | | | | | | | | | | value | |
| Employee Stock Option (Right to Buy) | \$ 12.98 | Â | Â | 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 | Â | Â (12) | 03/02/2020 | Common Stock, \$0.01 par value | 485,436 (12) |
| Employee Stock Option (Right to Buy) | \$ 14.76 | Â | Â | Â | Â | Â | Â | Â (13) | 03/02/2021 | Common Stock, \$0.01 par value | 412,735 (13) |
| Employee Stock Option (Right to Buy) | \$ 12.75 | Â | Â | Â | Â | Â | Â | Â (14) | 03/03/2023 | Common Stock, \$0.01 par value | 347,912 (14) |
| Employee Stock Option (Right to Buy) | \$ 15.37 | Â | Â | Â | Â | Â | Â | Â (15) | 03/03/2024 | Common Stock, \$0.01 par value | 286,415 (15) |
| Ford Stock Units | Â | Â | Â | Â | Â | Â | Â | Â (16) | Â (16) | Common Stock, \$0.01 par value | 2,769 (16) |
| Ford Stock Units | Â | Â | Â | Â | Â | Â | Â | Â (17) | Â (17) | Common Stock, \$0.01 par value | 411,764 (17) |
| Ford Stock Units | Â | Â | Â | Â | Â | Â | Â | Â (18) | Â (18) | Common Stock, \$0.01 par value | 171,347 (18) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | Â X | Â | Â Exec. Chairman and Chairman | Â |

FORD WILLIAM CLAY JR
FORD MOTOR COMPANY
ONE AMERICAN ROAD
DEARBORN, MI 48126

Signatures

Jerome F. Zaremba,
Attorney-in-Fact

02/13/2015

__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 children.
 - (2) I disclaim beneficial ownership of these shares owned by my wife.
 - (3) I am one of four trustees of the voting trust. As shown, it holds 7,236,618 shares of Class B Stock for my benefit. I disclaim beneficial ownership of any other shares of Class B Stock in said voting trust.
 - (4) These shares are held in a grantor retained annuity trust of which I am the trustee.
 - (5) I am one of four trustees of the voting trust. As shown, it holds 1,831,288 shares of Class B Stock for the benefit of my children. I disclaim beneficial ownership of these shares.
 - (6) I disclaim beneficial ownership of these shares held by my wife as trustee of this trust for the benefit of my descendants.
 - (7) I am the trustee of these trusts for my children. I disclaim beneficial ownership of these shares.
- 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.
- (8) 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
 - (9) 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).
 - (10) 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.
 - (11) 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.
 - (12) 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.
 - (13) 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.
 - (14) This option is 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.
- 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, 2016.
 - (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 on March 4, 2015.

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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