

FORD WILLIAM CLAY JR  
 Form 4  
 March 05, 2019

**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)  
**03/02/2019**

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value	03/02/2019		M <sup>(1)</sup>		197,851	A	① 197,852
Common Stock, \$0.01 par value	03/03/2019		M <sup>(1)</sup>		53,361	A	① 251,213
Common Stock, \$0.01 par value	03/03/2019		M <sup>(2)</sup>		178,914	A	② 430,127

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Common Stock, \$0.01 par value	03/04/2019	F <sup>(3)</sup>	170,472	D	\$ 8.79	259,655	D	
Common Stock, \$0.01 par value						140,129	I	By Company Plan

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

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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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Ford Stock Units	<u>(1)</u>	03/03/2019		M <sup>(1)</sup>	53,361	<u>(1)</u>	<u>(1)</u>	Common Stock, \$0.01 par value	53,361
Ford Stock Units	<u>(1)</u>	03/02/2019		M <sup>(1)</sup>	67,121	<u>(1)</u>	<u>(1)</u>	Common Stock, \$0.01 par value	67,121
Ford Stock Units	<u>(1)</u>	03/02/2019		M <sup>(1)</sup>	130,730	<u>(1)</u>	<u>(1)</u>	Common Stock, \$0.01 par value	130,730

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORD WILLIAM CLAY JR FORD MOTOR COMPANY	X		Exec. Chairman and	

ONE AMERICAN ROAD  
DEARBORN, MI 48126

Chairman

## Signatures

Jerome F. Zaremba,  
Attorney-in-Fact

03/05/2019

\*\*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 reported transaction involved the conversion, without payment by me, of Ford Stock Units into shares of Common Stock under the Company's Long-Term Incentive Plan.
  - (2) These shares were acquired under the Company's Long-Term Incentive Plan without payment by me and are a final award related to a 2016 performance-based restricted stock unit opportunity.  
  
These shares were withheld by the Company to cover my income tax liability relating to March 2, 2019 and March 3, 2019 vesting of
  - (3) awards of Common Stock under the Company's Long-Term Incentive Plan. The amount withheld for taxes for each award was determined using the closing price of Ford stock on March 1, 2019.

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.