

FORD MOTOR CO
Form 4
February 19, 2015

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 *
FLEMING JOHN

(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)
02/18/2015

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)

Executive Vice President

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	02/18/2015		M		57,021	A	\$ 6.14 (1)
Common Stock, \$0.01 par value	02/18/2015		M		39,363	A	\$ 12.75 (2)
Common Stock, \$0.01 par value	02/18/2015		M		13,624	A	\$ 7.83 (3)

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Common Stock, \$0.01 par value	02/18/2015	M	89,795	A	\$ 12.46 (4)	577,219	D	
Common Stock, \$0.01 par value	02/18/2015	M	121,107	A	\$ 12.69 (5)	698,326	D	
Common Stock, \$0.01 par value	02/18/2015	S	290,987	D	\$ 16.2221 (6)	407,339	D	
Common Stock, \$0.01 par value						44,401	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Employee Stock Option (Right to Buy)	\$ 6.14 (1)	02/18/2015		M(1)	57,021	(1) 03/04/2018(1)	Common Stock, \$0.01 par value 57,021
Employee Stock Option (Right to Buy)	\$ 7.83 (3)	02/18/2015		M(3)	13,624	(3) 03/09/2016(3)	Common Stock, \$0.01 par value 13,624
Employee Stock	\$ 12.75 (2)	02/18/2015		M(2)	39,363	(2) 03/03/2023(2)	Common Stock, 39,363

Option (Right to Buy)								\$0.01 par value	
Employee Stock Option (Right to Buy)	\$ 12.46 <u>(4)</u>	02/18/2015	M ⁽⁴⁾	89,795	<u>(4)</u>	03/04/2022 ⁽⁴⁾		Common Stock, \$0.01 par value	89,
Employee Stock Option (Right to Buy)	\$ 12.69 <u>(5)</u>	02/18/2015	M ⁽⁵⁾	121,107	<u>(5)</u>	03/02/2020 ⁽⁵⁾		Common Stock, \$0.01 par value	121,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLEMING JOHN ONE AMERICAN ROAD DEARBORN, MI 48126			Executive Vice President	

Signatures

Jerome F. Zaremba,
Attorney-in-Fact

02/19/2015

 **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) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/05/2008), 66% after two years, and in full after three years.
- (2) 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.
- (3) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/10/2006), 66% after two years, and in full after three years.
- (4) 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.
- (5) 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.
- (6) The price shown is the weighted average sales price for the reported transaction. The range of prices at which common stock was sold for the reported transaction was \$16.2000 to \$16.2450. A breakdown of each transaction will be provided upon request.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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