

FORD WILLIAM CLAY JR
 Form 5
 February 12, 2019

FORM 5

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

OMB APPROVAL

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 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)
12/31/2018

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)
Class B Stock, \$0.01 par value	02/08/2018	Â	G	137,953 D \$ 0	230,570	I	By Voting Trust - Annuity Trusts ⁽¹⁾
Class B Stock, \$0.01 par value	02/08/2018	Â	G	137,953 A \$ 0	10,857,327	I	By Voting Trust - Individually ⁽²⁾
Class B Stock,	05/02/2018	Â	G	12,060 D \$ 0	10,845,267	I	By Voting Trust -

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\$0.01 par value									Individually <u>(2)</u>
Class B Stock, \$0.01 par value	06/06/2018	Â	G	1,259	A	\$ 0	10,846,526	I	By Voting Trust - Individually <u>(2)</u>
Class B Stock, \$0.01 par value	12/30/2018	Â	G	3,851	D	\$ 0	10,842,675	I	By Voting Trust - Individually <u>(2)</u>
Class B Stock, \$0.01 par value	05/02/2018	Â	G	10,720	A	\$ 0	161,697	I	By Voting Trust - Children <u>(3)</u>
Class B Stock, \$0.01 par value	06/06/2018	Â	G	5,036	A	\$ 0	166,733	I	By Voting Trust - Children <u>(3)</u>
Class B Stock, \$0.01 par value	05/02/2018	Â	G	1,340	A	\$ 0	93,812	I	By Voting Trust - Spouse <u>(4)</u>
Class B Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	247,855	I	By Voting Trust - Spouse as Trustee <u>(5)</u>
Class B Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	1,972,356	I	By Voting Trust - As Trustee <u>(6)</u>
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	137,291	I	By Company Plan
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	1	D	Â

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)

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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	Â (7)	Â (7)	Common Stock, \$0.01 par value	139,953 (7)
Employee Stock Option (Right to Buy)	\$ 12.46	Â	Â	Â	Â	Â	Â (8)	03/04/2022	Common Stock, \$0.01 par value	595,238 (8)
Employee Stock Option (Right to Buy)	\$ 12.98	Â	Â	Â	Â	Â	Â (9)	08/04/2020	Common Stock, \$0.01 par value	1,320,754 (9)
Employee Stock Option (Right to Buy)	\$ 12.69	Â	Â	Â	Â	Â	Â (10)	03/02/2020	Common Stock, \$0.01 par value	485,436 (10)
Employee Stock Option (Right to Buy)	\$ 14.76	Â	Â	Â	Â	Â	Â (11)	03/02/2021	Common Stock, \$0.01 par value	412,735 (11)
Employee Stock Option (Right to Buy)	\$ 15.37	Â	Â	Â	Â	Â	Â (12)	03/03/2024	Common Stock, \$0.01 par value	286,415 (12)
Employee Stock Option (Right to Buy)	\$ 12.75	Â	Â	Â	Â	Â	Â (13)	03/03/2023	Common Stock, \$0.01 par value	347,912 (13)
	Â	Â	Â	Â	Â	Â	Â (14)	Â (14)		3,484 (14)

Ford Stock Units										Common Stock, \$0.01 par value	
Ford Stock Units	^	^	^	^	^	^	^	^ (15)	^ (15)	Common Stock, \$0.01 par value	53,361 (15)
Ford Stock Units	^	^	^	^	^	^	^	^ (16)	^ (16)	Common Stock, \$0.01 par value	136,276 (16)
Ford Stock Units	^	^	^	^	^	^	^	^ (17)	^ (17)	Common Stock, \$0.01 par value	396,153 (17)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORD WILLIAM CLAY JR FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126	^ X	^	^ Exec. Chairman and Chairman	^

Signatures

Jerome F. Zaremba,
Attorney-in-Fact

02/12/2019

**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) I am one of four trustees of the voting trust. As shown, it holds 230,570 shares of Class B stock for the benefit of grantor retained annuity trusts of which I am the trustee. I disclaim beneficial ownership of any other shares of Class B stock in said voting trust, unless otherwise provided herein.
 - (2) I am one of four trustees of the voting trust. As shown, it holds 10,842,675 shares of Class B stock for my benefit. I disclaim beneficial ownership of any other shares of Class B stock in said voting trust, unless otherwise provided herein.
 - (3) I am one of four trustees of the voting trust. As shown, it holds 166,733 shares of Class B stock for the benefit of my children. I disclaim beneficial ownership of these shares.
 - (4) I am one of four trustees of the voting trust. As shown, it holds 93,812 shares of Class B stock for the benefit of my spouse.
 - (5) I am one of four trustees of the voting trust. As shown, it holds 247,855 shares of Class B stock for the benefit of trusts, of which my spouse is a trustee, that benefit my family. I disclaim beneficial ownership of these shares.
 - (6) I am one of four trustees of the voting trust. As shown, it holds 1,972,356 shares of Class B stock for the benefit of trusts, of which I am a trustee, that benefit my family.

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- (7) 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 after one year from the date of grant (08/05/2010), 66% after two years, and in full after three years.
- (10) 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.
- (11) 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.
- (12) This option became 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.
- (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) 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 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 to the extent of 53,361 shares on March 3, 2019.
- (16) These Ford Restricted Stock Units were acquired under the Company's 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 to the extent of 67,121 shares on March 2, 2019 and 69,155 shares on March 2, 2020.
- (17) These Ford Restricted Stock Units were acquired under the Company's 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 to the extent of 33% after one year from the date of grant (03/02/2018), 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 provided 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.