

FORD MOTOR CO
Form 4
August 26, 2013

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 *
FARLEY JR JAMES D

(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)
08/23/2013

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, \$0.01 par value	08/23/2013		M		42,091 A \$ 12.46 (1)	284,755	D
Common Stock, \$0.01 par value	08/23/2013		M		58,372 A \$ 14.76 (2)	343,127	D
Common Stock, \$0.01 par value	08/23/2013		M		76,282 A \$ 12.69 (3)	419,409	D

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Common Stock, \$0.01 par value	08/23/2013	S	176,745	D	\$ 16.419 <u>(4)</u>	242,664	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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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12.69	08/23/2013		M ⁽³⁾	76,282	⁽³⁾ 03/02/2020	Common Stock, \$0.01 par value 76,282
Employee Stock Option (Right to Buy)	\$ 14.76	08/23/2013		M ⁽²⁾	58,372	⁽²⁾ 03/02/2021	Common Stock, \$0.01 par value 58,372
Employee Stock Option (Right to Buy)	\$ 12.46	08/23/2013		M ⁽¹⁾	42,091	⁽¹⁾ 03/04/2022	Common Stock, \$0.01 par value 42,091

Reporting Owners

Reporting Owner Name / Address

Relationships

	Director	10% Owner	Officer	Other
FARLEY JR JAMES D ONE AMERICAN ROAD			Executive Vice President	

DEARBORN, MI 48126

Signatures

Jerome F. Zaremba,
Attorney-in-Fact

08/26/2013

__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 is 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.
- (2) This option is 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.
- (3) This option is 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.
- (4) 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 \$16.4100 to \$16.4300. 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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