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FORD WILLIA Form 4 March 07, 2011 FORM 2 Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instructio 1(b).	UNITED STATEN Filed pu Section 17	STATES MENT OF rsuant to S (a) of the F	Wa CHA ection Public U	ashington NGES IN SECU 16(a) of t Utility Ho	n, D.C. 2054 N BENEFIC RITIES the Securitie	19 S IAL s Exc any 4	OWN change Act of 1	OMMISSION ERSHIP OF Act of 1934, 1935 or Section	OMB Number: Expires: Estimated a burden hou response	urs per
1. Name and Addre FORD WILLIA		ર	Symbol		nd Ticker or Ti	ading		5. Relationship of I ssuer	Reporting Per	rson(s) to
(Last) FORD MOTOF AMERICAN R	R COMPANY	(Middle)	3. Date	of Earliest ' 'Day/Year)	Transaction		-	_X Director _X Officer (give to below)		% Owner her (specify
DEARBORN, N	(Street) MI 48126			nendment, I onth/Day/Ye	Date Original ear)		-	5. Individual or Joi Applicable Line) .X_ Form filed by Ou Form filed by Mo Person	ne Reporting Po	erson
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivative Se	curiti	es Acqu	ired, Disposed of,	or Beneficia	llv Owned
	ansaction Date hth/Day/Year)	2A. Deemec Execution D any (Month/Day	l Date, if	3.	4. Securities A poor Disposed o (Instr. 3, 4 and	Acquir f (D) l 5) (A)	_	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, 03/0 \$0.01 par value)3/2011			Code V A <u>(1)</u>	Amount 2,870,000	or (D) A	Price (<u>1</u>)	(Instr. 3 and 4) 5,136,114	D	
Common Stock, 03/0 \$0.01 par value)3/2011			F <u>(2)</u>	1,170,960	D	\$ 14.76	3,965,154	D	
Common Stock, \$0.01 par value								81,457	I	By Company Plan

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Common Stock, \$0.01 par value	12,412	Ι	By Spouse (3)
Common Stock, \$0.01 par value	6,245	Ι	By Spouse as Custodian (4)
Common Stock, \$0.01 par value	152,594	Ι	By Trust-Children
Common Stock, \$0.01 par value	186,964	Ι	By Voting Trust (6)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		on Date Underlying Se	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 14.76	03/03/2011		A <u>(7)</u>	412,735	<u>(7)</u>	03/02/2021	Common Stock, \$0.01 par value	412,73
Ford Stock Units	<u>(8)</u>	03/03/2011		A <u>(8)</u>	253,742	(8)	(8)	Common Stock, \$0.01 par value	253,74

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	Х		Exec. Chairman and Chairman				
Signatures							
Jerome F. Zaremba, Attorney-in-Fact	03/07	7/2011					
**Signature of Reporting Person	Da	ate					

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) These shares were acquired under the Company's 2008 Long-Term Incentive Plan without payment by me.
- (2) These shares were withheld by the Company to cover my income tax liability relating to a grant to me of Common Stock under the Company's 2008 Long-Term Incentive Plan.
- (3) I disclaim beneficial ownership of these shares owned by my wife.
- (4) I disclaim beneficial ownership of these shares held by my wife as custodian for one of my children.
- (5) I am the trustee of these trusts for three of my children. I disclaim beneficial ownership of these shares.
- (6) I am a trustee of the voting trust. As shown, it holds 186,964 shares of Common Stock for my benefit. I disclaim beneficial ownership of any other shares of Common Stock in said voting trust.
- (7) This option was granted under the Company's 2008 Long-Term Incentive Plan without payment by me. The 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.
- (8) 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 3, 2013.

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.