

FORD MOTOR CO  
Form 5  
February 13, 2015

# FORM 5

**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).  
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)

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2014

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 Reporting

(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 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)
Common Stock, \$0.01 par value	12/19/2014	Â	G	10,907	A \$ 0 55,798	I	By Children <sup>(1)</sup>
Class B Stock, \$0.01 par value	01/07/2014	Â	G	900	A \$ 0 75,089	I	By Spouse <sup>(2)</sup>

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Class B Stock, \$0.01 par value	01/08/2014	Â	G	1,793	A	\$ 0	76,882	I	By Spouse <u>(2)</u>
Class B Stock, \$0.01 par value	01/07/2014	Â	G	8,104	D	\$ 0	6,335,701	I	By Voting Trust <u>(3)</u>
Class B Stock, \$0.01 par value	01/08/2014	Â	G	1,793	A	\$ 0	6,337,494	I	By Voting Trust <u>(3)</u>
Class B Stock, \$0.01 par value	07/22/2014	Â	G	22,814	A	\$ 0	7,568,618	I	By Voting Trust <u>(3)</u>
Class B Stock, \$0.01 par value	11/14/2014	Â	G	332,000	D	\$ 0	7,236,618	I	By Voting Trust <u>(3)</u>
Class B Stock, \$0.01 par value	11/14/2014	Â	G	332,000	A	\$ 0	1,156,794	I	By Annuity Trust <u>(4)</u>
Class B Stock, \$0.01 par value	01/07/2014	Â	G	7,204	A	\$ 0	558,491	I	By Voting Trust-Children <u>(5)</u>
Class B Stock, \$0.01 par value	01/08/2014	Â	G	7,172	A	\$ 0	565,663	I	By Voting Trust-Children <u>(5)</u>
Class B Stock, \$0.01 par value	06/27/2014	Â	G	1,265,625	A	\$ 0	1,831,288	I	By Voting Trust-Children <u>(5)</u>
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	97,851	I	By Company Plan
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	209,379	D	Â
	Â	Â	Â	Â	Â	Â	12,412	I	By Spouse <u>(2)</u>

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Common Stock, \$0.01 par value										
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	60,843	I		by Spouse as Trustee <sup>(6)</sup>
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	198,039	I		By Trust-Children <sup>(7)</sup>
Class B Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	187,012	I		by Spouse as Trustee <sup>(6)</sup>

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)

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 <sup>(8)</sup> Â <sup>(8)</sup>	Common Stock, \$0.01 par value 57,404 <sup>(8)</sup>
Employee Stock Option (Right to Buy)	\$ 12.46	Â	Â	Â	Â Â	Â <sup>(9)</sup> 03/04/2022	Common Stock, \$0.01 par value 595,238 <sup>(9)</sup>
Employee Stock Option	\$ 2.84	Â	Â	Â	Â Â	Â <sup>(10)</sup> 03/26/2019	Common Stock, \$0.01 par 3,364,367 <sup>(10)</sup>

(Right to Buy)										value	
Employee Stock Option (Right to Buy)	\$ 12.98	Â	Â	Â	Â	Â	Â	Â (11)	08/04/2020	Common Stock, \$0.01 par value	1,320,754 (11)
Employee Stock Option (Right to Buy)	\$ 12.69	Â	Â	Â	Â	Â	Â	Â (12)	03/02/2020	Common Stock, \$0.01 par value	485,436 (12)
Employee Stock Option (Right to Buy)	\$ 14.76	Â	Â	Â	Â	Â	Â	Â (13)	03/02/2021	Common Stock, \$0.01 par value	412,735 (13)
Employee Stock Option (Right to Buy)	\$ 12.75	Â	Â	Â	Â	Â	Â	Â (14)	03/03/2023	Common Stock, \$0.01 par value	347,912 (14)
Employee Stock Option (Right to Buy)	\$ 15.37	Â	Â	Â	Â	Â	Â	Â (15)	03/03/2024	Common Stock, \$0.01 par value	286,415 (15)
Ford Stock Units	Â	Â	Â	Â	Â	Â	Â	Â (16)	Â (16)	Common Stock, \$0.01 par value	2,769 (16)
Ford Stock Units	Â	Â	Â	Â	Â	Â	Â	Â (17)	Â (17)	Common Stock, \$0.01 par value	411,764 (17)
Ford Stock Units	Â	Â	Â	Â	Â	Â	Â	Â (18)	Â (18)	Common Stock, \$0.01 par value	171,347 (18)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	Â X	Â	Â Exec. Chairman and Chairman	Â

FORD WILLIAM CLAY JR  
FORD MOTOR COMPANY  
ONE AMERICAN ROAD  
DEARBORN, MI 48126

## Signatures

Jerome F. Zaremba,  
Attorney-in-Fact

02/13/2015

\_\_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) I disclaim beneficial ownership of these shares owned by my children.
  - (2) I disclaim beneficial ownership of these shares owned by my wife.
  - (3) I am one of four trustees of the voting trust. As shown, it holds 7,236,618 shares of Class B Stock for my benefit. I disclaim beneficial ownership of any other shares of Class B Stock in said voting trust.
  - (4) These shares are held in a grantor retained annuity trust of which I am the trustee.
  - (5) I am one of four trustees of the voting trust. As shown, it holds 1,831,288 shares of Class B Stock for the benefit of my children. I disclaim beneficial ownership of these shares.
  - (6) I disclaim beneficial ownership of these shares held by my wife as trustee of this trust for the benefit of my descendants.
  - (7) I am the trustee of these trusts for my children. I disclaim beneficial ownership of these shares.
- 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 as of August 5, 2010, 66% of the shares optioned after two years from the date of grant (03/27/2009), and in full after three years from the date of grant (03/27/2009).
  - (10) 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.
  - (11) 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.
  - (12) 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.
  - (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) This option is 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.
- 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 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 4, 2016.
  - (16) 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 4, 2015.

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

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