

FORD WILLIAM CLAY JR
 Form 4
 December 04, 2012

FORM 4

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

OMB APPROVAL

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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 *
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. Date of Earliest Transaction (Month/Day/Year)
12/03/2012

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 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)
Class B Stock, \$0.01 par value	12/04/2012		A	53,500	A \$ 0 187,012	I	by Spouse as Trustee ⁽¹⁾
Common Stock, \$0.01 par value	12/04/2012		G	20,816	D \$ 0 4,794,601	D	
Common Stock, \$0.01 par value	12/04/2012		G	51,634	D \$ 0 4,742,967	D	

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Common Stock, \$0.01 par value	12/04/2012	A	40,027	A	\$ 0	40,027	I	by Spouse as Trustee <u>(1)</u>
Common Stock, \$0.01 par value	12/04/2012	G	20,816	A	\$ 0	60,843	I	by Spouse as Trustee <u>(1)</u>
Common Stock, \$0.01 par value	12/04/2012	G	12,908	A	\$ 0	19,153	I	By Spouse as Custodian <u>(2)</u>
Common Stock, \$0.01 par value	12/04/2012	G	38,726	A	\$ 0	38,726	I	By Children <u>(3)</u>
Common Stock, \$0.01 par value						88,267	I	By Company Plan
Common Stock, \$0.01 par value						152,594	I	By Trust-Children <u>(4)</u>
Common Stock, \$0.01 par value						12,412	I	By Spouse <u>(5)</u>
Common Stock, \$0.01 par value						186,964	I	By Voting Trust <u>(6)</u>
Class B Stock, \$0.01 par value						67,772	I	By Spouse <u>(5)</u>
Class B Stock, \$0.01 par value						11,179	I	By Spouse as Custodian <u>(2)</u>
Class B Stock, \$0.01 par value						3,389,055	I	By Voting Trust <u>(7)</u>
						399,757	I	

Class B
Stock,
\$0.01 par
value

By Voting
Trust-Children
(8)

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)	8. Price of Derivative Security (Instr. 5)
Ford Stock Units	(9)	12/03/2012		A(9)	11	(9) (9)	Common Stock, \$0.01 par value	11 (9)

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

12/04/2012

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 held by my wife as trustee of this trust for the benefit of my descendants.
- (2) I disclaim beneficial ownership of these shares held by my wife as custodian for one of my children.
- (3) I disclaim beneficial ownership of these shares owned by my children.
- (4) I am the trustee of these trusts for my children. I disclaim beneficial ownership of these shares.
- (5) I disclaim beneficial ownership of these shares owned by my wife.
- (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) I am one of five trustees of the voting trust. As shown, it holds 3,389,055 shares of Class B Stock for my benefit. I disclaim beneficial ownership of any other shares of Class B Stock in said voting trust.
- (8) I am one of five trustees of the voting trust. As shown, it holds 399,757 shares of Class B Stock for the benefit of three of my children. I disclaim beneficial ownership of these shares.

- These Ford Stock Units result from dividend equivalents credited to my account by the Company, without payment by me, 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.
- (9)

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.