

Shanks Robert L
Form 4
March 05, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Shanks Robert L

(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)
03/02/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock, \$0.01 par value | 03/02/2019 | | M ⁽¹⁾ | 70,880 | A | ① | 699,649 | D |
| Common Stock, \$0.01 par value | 03/03/2019 | | M ⁽¹⁾ | 23,165 | A | ① | 722,814 | D |
| Common Stock, \$0.01 par value | 03/03/2019 | | M ⁽²⁾ | 77,669 | A | ② | 800,483 | D |

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Common
 Stock, \$0.01 par value 03/04/2019 F⁽³⁾ 57,782 D \$ 8.79 742,701 D

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|------------------|---|-----------------|
| | | | | | V | (A) | (D) | Date Exercisable | | Expiration Date |
| Ford Stock Units | (1) | 03/03/2019 | | M(1) | | 23,165 | (1) | (1) | Common Stock, \$0.01 par value | 23,165 |
| Ford Stock Units | (1) | 03/02/2019 | | M(1) | | 24,046 | (1) | (1) | Common Stock, \$0.01 par value | 24,046 |
| Ford Stock Units | (1) | 03/02/2019 | | M(1) | | 46,834 | (1) | (1) | Common Stock, \$0.01 par value | 46,834 |
| Ford Stock Units | (4) | 03/04/2019 | | M(4) | | 136,208 | (4) | (4) | Common Stock, \$0.01 par value | 136,208 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shanks Robert L FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126 | | | Chief Financial Officer | |

Signatures

Jerome F. Zaremba,
Attorney-in-Fact

03/05/2019

__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) The reported transaction involved the conversion, without payment by me, of Ford Stock Units into shares of Common Stock under the Company's Long-Term Incentive Plan.

(2) These shares were acquired under the Company's Long-Term Incentive Plan without payment by me and are a final award related to a 2016 performance-based restricted stock unit opportunity.

(3) These shares were withheld by the Company to cover my income tax liability relating to March 2, 2019 and March 3, 2019 vesting of awards of Common Stock under the Company's Long-Term Incentive Plan. The amount withheld for taxes for each award was determined using the closing price of Ford stock on March 1, 2019.

(4) 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 (03/04/2019), 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 is insufficient, *see* Instruction 6 for procedure.

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