MAYS J C Form 4 February 19, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

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0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **MAYS J C** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

FORD MOTOR CO [F]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner

FORD MOTOR COMPANY, 21175

(Street)

02/12/2013

X\_ Officer (give title \_ Other (specify below)

OAKWOOD BLVD.

Group Vice President

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

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

DEARBORN, MI 48124

| (City)                                  | (State)                                 | (Zip) Tab   | ole I - Non-                           | Derivative                               | Secu  | rities Acqui         | red, Disposed of,  | or Beneficial  | ly Owned  |
|---|---|---|--|--|-------|----------------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3)    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securit<br>ord Dispos<br>(Instr. 3, 4 | ed of |                      | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock,<br>\$0.01 par<br>value | 02/12/2013                              |   | M                                      | 76,000                                   | A     | \$ 1.96<br>(1)       | 211,211  | D  |   |
| Common<br>Stock,<br>\$0.01 par<br>value | 02/12/2013                              |   | S                                      | 76,000                                   | D     | \$<br>13.1503<br>(2) | 135,211  | D  |   |
| Common<br>Stock,<br>\$0.01 par<br>value |   |   |  |  |       |                      | 29,080   | I  | By<br>Company<br>Plan   |

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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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exer<br>Expiration D<br>(Month/Day, | ate                | 7. Title and Underlying S (Instr. 3 and | Securities                          |
|---|---|---|---|--|---|---|--------------------|---|-------------------------------------|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable                         | Expiration<br>Date | Title                                   | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 1.96   | 02/12/2013                              |   | M <u>(1)</u>                           | 76,000  | <u>(1)</u>                                  | 03/10/2019         | Common<br>Stock,<br>\$0.01 par<br>value | 76,000                              |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MAYS J C FORD MOTOR COMPANY 21175 OAKWOOD BLVD. DEARBORN, MI 48124

**Group Vice President** 

### **Signatures**

Jerome F. Zaremba, Attorney-in-Fact 02/18/2013

\*\*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) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/11/2009), 66% after two years, and in full after three years.
- (2) 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 \$13.1200 to \$13.1750. 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.

Reporting Owners 2

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