FORD EDSEL B II

Form 4

March 19, 2013

FORM 4

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

OMB 3235-0287 Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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0.5

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FORD EDSEL B II			2. Issuer Name and Ticker or Trading Symbol FORD MOTOR CO [F]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Control of Francisc)		
FORD MOTOR COMPANY, ONE AMERICAN ROAD		NY, ONE	(Month/Day/Year) 03/18/2013	X Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
DEADDONA W 40124			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting		
DEARBORN, MI 48126				Person		

DEARBORN, MI 48126	DE.	ARB	ORN	MI	481	26
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(City)	(State)	(Zip) Tal	ble I - Non	-Derivative	Secur	ities A	equired, Dispose	d of, or Bene	ficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4)	osed o	of (D)	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)
Common Stock, \$0.01 par value	03/18/2013		C(1)	153,550 (1)	D D	(<u>1</u>)	161,909	I	as Trustee (2)
Class B Stock, \$0.01 par value	03/18/2013		C(1)	153,550 (1)	A	(1)	1,983,119	I	as Trustee (2)
Class B Stock, \$0.01 par value							80	I	By Voting Trust (3)

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Class B Stock, \$0.01 par value	2,042,522	I	By Voting Trust-Children (4)
Class B Stock, \$0.01 par value	950,712	I	as Trustee-Remainder Trusts (5)
Class B Stock, \$0.01 par value	32,508	I	By Spouse (6)
Common Stock, \$0.01 par value	149,090	D	
Common Stock, \$0.01 par value	17,452	I	By Company Plan
Common Stock, \$0.01 par value	664,944	I	By Trust-Children
Common Stock, \$0.01 par value	1,503,957	I	By Annuity Trust
Common Stock, \$0.01 par value	163,690	I	as Trustee-Remainder Trusts (5)
Common Stock, \$0.01 par value	24,321	I	By Spouse (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.

SEC 1474 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Lacicisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
FORD EDSEL B II FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126	X							

Signatures

Jerome F. Zaremba, Attorney-in-Fact

03/19/2013

**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 reported transactions resulted from an exchange of Common Stock for Class B stock on a one-for-one basis among holders of Class B stock.
- (2) I am the trustee of this trust which holds these shares for the benefit of my children. I disclaim beneficial ownership of these shares.
- (3) I am one of five trustees of the voting trust. As shown, it holds 80 shares of Class B Stock for my benefit. I disclaim benefical ownership of any other shares of Class B Stock in said voting trust.
- (4) I am one of five trustees of the voting trust. As shown, it holds 2,042,522 shares of Class B Stock for the benefit of my children. I disclaim benefical ownership of these shares.
- (5) I am the trustee of these trusts for the benefit of my children's children. I disclaim beneficial ownership of these shares.
- (6) I disclaim beneficial ownership of these shares owned by my wife.
- (7) I am the trustee of these trusts for my children. I disclaim beneficial ownership of these shares.
- (8) These shares are held in a grantor retained annuity trust of which I am trustee.

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.

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