Fields Felicia J Form 4 May 21, 2013

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Fields Felicia J | | | 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 | (Check all applicable) | | |
| | | | (Month/Day/Year) | Director 10% Owner | | |
| FORD MOTOR COMPANY, ONE AMERICAN ROAD | | NY, ONE | 05/21/2013 | X Officer (give title Other (specify below) | | |
| | | | | Group Vice President | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | |
| DEARBORN, MI 48126 | | | | _X_ Form filed by One Reporting Person Form filed by More than One Reportin Person | | |

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| (City) | (State) | (Zip) 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. Securit or(A) or Dis (Instr. 3, 4 | sposed 4 and 5 (A) | of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | | |
| Common Stock, \$0.01 par value | 05/21/2013 | | M | 30,000 | A | \$ 13.26 (1) | 382,781 | D | | |
| Common Stock, \$0.01 par value | 05/21/2013 | | S | 30,000 | D | \$ 15.05 | 352,781 | D | | |
| Common Stock, \$0.01 par value | | | | | | | 761 | I | By Company Plan | |

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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. Transactio Code (Instr. 8) | sactionDerivative e Securities | | Expiration Date (Month/Day/Year) A) d of | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|--|-----------------------------------|--------|---|--------------------|---|-------------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 13.26 | 05/21/2013 | | M <u>(1)</u> | | 30,000 | <u>(1)</u> | 03/11/2014 | Common Stock, \$0.01 par value | 30,000 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Fields Felicia J

FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126

Group Vice President

Signatures

Jerome F. Zaremba, Attorney-in-Fact

05/21/2013

**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 (03/12/2004), 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. 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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