

Gayton Bradley M
Form 4
March 05, 2019

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 *
Gayton Bradley M

(Last) (First) (Middle)

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
 Officer (give title below) _____ Other (specify below)
CAO and General Counsel

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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, \$0.01 par value	03/02/2019		M ⁽¹⁾		49,840	A	(1) 77,672 ⁽²⁾	D
Common Stock, \$0.01 par value	03/03/2019		M ⁽¹⁾		4,269	A	(1) 81,941 ⁽²⁾	D
Common Stock, \$0.01 par value	03/03/2019		M ⁽³⁾		14,313	A	(3) 96,254 ⁽²⁾	D

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Common Stock, \$0.01 par value 03/04/2019 F⁽⁴⁾ 19,536 D \$ 8.79 76,718 ⁽²⁾ D

Common Stock, \$0.01 par value 58,336 I By Company Plan

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	
Ford Stock Units	<u>(1)</u>	03/03/2019		M ⁽¹⁾		4,269	<u>(1)</u>	<u>(1)</u>	Common Stock, \$0.01 par value 4,269
Ford Stock Units	<u>(1)</u>	03/02/2019		M ⁽¹⁾		13,033	<u>(1)</u>	<u>(1)</u>	Common Stock, \$0.01 par value 13,033
Ford Stock Units	<u>(1)</u>	03/02/2019		M ⁽¹⁾		36,807	<u>(1)</u>	<u>(1)</u>	Common Stock, \$0.01 par value 36,807
Ford Stock Units	<u>(5)</u>	03/04/2019		A ⁽⁵⁾		108,967	<u>(5)</u>	<u>(5)</u>	Common Stock, \$0.01 par value 108,967

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Gayton Bradley M
ONE AMERICAN ROAD
DEARBORN, MI 48126

CAO and General Counsel

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) The balance shown includes 2,108 shares acquired from an in-kind transfer from the reporting person's 401k account to his personal IRA and Roth IRA accounts.
- (3) 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.

These shares were withheld by the Company to cover my income tax liability relating to March 2, 2019 and March 3, 2019 vesting of
- (4) 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.

- (5) 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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