

Gayton Bradley M  
Form 4  
March 06, 2018

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

**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

## OMB APPROVAL

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(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)  
03/02/2018

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)

GVP and General Counsel

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<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. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock,<br>\$0.01 par<br>value | 03/02/2018                              |                                                             | M <sup>(1)</sup>                     | 13,033 A                                                                | 19,680                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock,<br>\$0.01 par<br>value | 03/02/2018                              |                                                             | F <sup>(2)</sup>                     | 7,462 D                                                                 | \$<br>10.4 12,218                                                                                                  | D                                                                    |                                                                   |
| Common<br>Stock,<br>\$0.01 par<br>value | 03/03/2018                              |                                                             | M <sup>(1)</sup>                     | 4,143 A                                                                 | 16,361                                                                                                             | D                                                                    |                                                                   |

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|                                |            |                  |       |   |            |        |   |                 |
|--------------------------------|------------|------------------|-------|---|------------|--------|---|-----------------|
| Common Stock, \$0.01 par value | 03/04/2018 | M <sup>(1)</sup> | 2,927 | A | <u>(1)</u> | 19,288 | D |                 |
| Common Stock, \$0.01 par value | 03/04/2018 | A <sup>(3)</sup> | 6,197 | A | <u>(3)</u> | 25,485 | D |                 |
| Common Stock, \$0.01 par value |            |                  |       |   |            | 55,622 | I | By Company Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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) |                 |                                |                      |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|--------|---------------------------------------------------------------|-----------------|--------------------------------|----------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)    | Date Exercisable                                              | Expiration Date | Title                          | Amount Number Shares |
| Ford Stock Units                           | <u>(1)</u>                                             | 03/04/2018                           |                                                    | M <u>(1)</u>                   |                                                                                         |                                                          | 2,927  | <u>(1)</u>                                                    | <u>(1)</u>      | Common Stock, \$0.01 par value | 2,927                |
| Ford Stock Units                           | <u>(1)</u>                                             | 03/03/2018                           |                                                    | M <u>(1)</u>                   |                                                                                         |                                                          | 4,143  | <u>(1)</u>                                                    | <u>(1)</u>      | Common Stock, \$0.01 par value | 4,143                |
| Ford Stock Units                           | <u>(1)</u>                                             | 03/02/2018                           |                                                    | M <u>(1)</u>                   |                                                                                         |                                                          | 13,033 | <u>(1)</u>                                                    | <u>(1)</u>      | Common Stock, \$0.01 par value | 13,033               |
| Ford Stock Units                           | <u>(4)</u>                                             | 03/02/2018                           |                                                    | A <u>(4)</u>                   |                                                                                         | 111,538                                                  |        | <u>(4)</u>                                                    | <u>(4)</u>      | Common Stock, \$0.01 par value | 111,538              |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                         |       |
|-------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                             | Director      | 10% Owner | Officer                 | Other |
| Gayton Bradley M<br>ONE AMERICAN ROAD<br>DEARBORN, MI 48126 |               |           | GVP and General Counsel |       |

## Signatures

Jerome F. Zaremba,  
Attorney-in-Fact

03/06/2018

\_\_\_\_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.

These shares were withheld by the Company to cover my income tax liability relating to March 2, 2018, March 3, 2018, and March 4,

- (2) 2018 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 2, 2018.

- (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 2015 performance-based restricted stock unit opportunity.

These Ford Restricted Stock Units were acquired under the Company's Long-Term Incentive Plan without payment by me. These Ford

- (4) 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 (03/02/2018), 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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