

FORD WILLIAM CLAY JR  
Form 5  
February 14, 2018

**FORM 5**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
FORD WILLIAM CLAY JR

(Last) (First) (Middle)

FORD MOTOR COMPANY, ONE AMERICAN ROAD

(Street)

DEARBORN, MI 48126

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FORD MOTOR CO [F]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2017

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)  
Exec. Chairman and Chairman

6. Individual or Joint/Group Reporting

(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 (A) or Price (D)	6. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	7. Nature of Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class B Stock, \$0.01 par value	02/13/2017	Â	G	1,115 A	\$ 0	92,472	I	By Spouse <sup>(1)</sup>
Class B Stock, \$0.01 par value	02/13/2017	Â	G	10,039 D	\$ 0	8,992,560	I	By Voting Trust <sup>(2)</sup>

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Class B Stock, \$0.01 par value	02/14/2017	Â	G	318,955	A	\$ 0	9,311,515	I	By Voting Trust <u>(2)</u>
Class B Stock, \$0.01 par value	03/06/2017	Â	G	1,115	A	\$ 0	9,312,630	I	By Voting Trust <u>(2)</u>
Class B Stock, \$0.01 par value	02/13/2017	Â	G	8,924	A	\$ 0	2,118,873	I	By Voting Trust-Children <u>(3)</u>
Class B Stock, \$0.01 par value	03/06/2017	Â	G	4,460	A	\$ 0	2,123,333	I	By Voting Trust-Children <u>(3)</u>
Class B Stock, \$0.01 par value	02/14/2017	Â	G	318,955	D	\$ 0	368,523	I	By Annuity Trust <u>(4)</u>
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	123,942	I	By Company Plan
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	184,116	D	Â
Class B Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	247,855	I	by Spouse as Trustee <u>(5)</u>

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

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(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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3,  
4, and 5)

								Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
BEP Ford Stock Fund Units	Â	Â	Â	Â	(A)	(D)	Â	(6)	Â	(6)	Common Stock, \$0.01 par value	113,497 (6)
Employee Stock Option (Right to Buy)	\$ 15.37	Â	Â	Â	Â	Â	Â	(7)	03/03/2024	Common Stock, \$0.01 par value	286,415 (7)	
Employee Stock Option (Right to Buy)	\$ 12.75	Â	Â	Â	Â	Â	Â	(8)	03/03/2023	Common Stock, \$0.01 par value	347,912 (8)	
Employee Stock Option (Right to Buy)	\$ 12.46	Â	Â	Â	Â	Â	Â	(9)	03/04/2022	Common Stock, \$0.01 par value	595,238 (9)	
Employee Stock Option (Right to Buy)	\$ 14.76	Â	Â	Â	Â	Â	Â	(10)	03/02/2021	Common Stock, \$0.01 par value	412,735 (10)	
Employee Stock Option (Right to Buy)	\$ 12.98	Â	Â	Â	Â	Â	Â	(11)	08/04/2020	Common Stock, \$0.01 par value	1,320,754 (11)	
Employee Stock Option (Right to Buy)	\$ 12.69	Â	Â	Â	Â	Â	Â	(12)	03/02/2020	Common Stock, \$0.01 par value	485,436 (12)	
Employee Stock Option (Right to Buy)	\$ 2.84	Â	Â	Â	Â	Â	Â	(13)	03/26/2019	Common Stock, \$0.01 par value	1,474,367 (13)	
Ford Stock	Â	Â	Â	Â	Â	Â	Â	(14)	Â	(14)	Common Stock,	3,248 (14)



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This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/04/2013), 66% after two years, and in full after three years.

- (9) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/05/2012), 66% after two years, and in full after three years.
- (10) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/03/2011), 66% after two years, and in full after three years.
- (11) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (08/05/2010), 66% after two years, and in full after three years.
- (12) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/03/2010), 66% after two years, and in full after three years.
- (13) This option became exercisable to the extent of 33% of the shares optioned as of August 5, 2010, 66% of the shares optioned after two years from the date of grant (03/27/2009), and in full after three years from the date of grant (03/27/2009).

These Ford Stock Units were acquired under the Company's Deferred Compensation Plan for Non-Employee Directors. In general, these

- (14) Ford Stock Units will be converted and distributed to me, without payment, in cash, on January 10th of the year following termination of Board service, based upon the then current market value of a share of Common Stock.

- (15) These Ford Restricted Stock Units were acquired under the Company's 2008 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 on March 4, 2018.

These Ford Restricted Stock Units were acquired under the Company's 2008 Long-Term Incentive Plan without payment by me. These

- (16) Ford Restricted Stock Units will be converted and distributed to me, without payment, in shares of Common Stock to the extent of 51,791 shares on March 3, 2018 and 53,361 shares on March 3, 2019.

These Ford Restricted Stock Units were acquired under the Company's 2008 Long-Term Incentive Plan without payment by me. These

- (17) 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 (03/02/2017), 66% after two years, and in full after three years.

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