

FORD WILLIAM CLAY JR
Form 4
May 11, 2012

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 *
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. Date of Earliest Transaction (Month/Day/Year)
05/09/2012

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 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 |
| Class B Stock, \$0.01 par value | 05/09/2012 | | C(1) | | 150,000 (1) | A | (1) 3,389,055 |
| Common Stock, \$0.01 par value | 05/09/2012 | | C(1) | | 150,000 (1) | D | (1) 3,758,062 |
| Class B Stock, \$0.01 par value | | | | | | | 67,772 |
| | | | | | | I | By Spouse (2) |

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| | | | |
|------------------------------------------|---------|---|-----------------------------------------------|
| Class B Stock, \$0.01 par value | 11,179 | I | By Spouse as Custodian ⁽³⁾ |
| Class B Stock, \$0.01 par value | 399,757 | I | By Voting Trust-Children ⁽⁴⁾ |
| Class B Stock, \$0.01 par value | 133,512 | I | by Spouse as Trustee ⁽⁵⁾ |
| Common Stock, \$0.01 par value | 12,412 | I | By Spouse ⁽²⁾ |
| Common Stock, \$0.01 par value | 6,245 | I | By Spouse as Custodian ⁽³⁾ |
| Common Stock, \$0.01 par value | 152,594 | I | By Trust-Children ⁽⁶⁾ |
| Common Stock, \$0.01 par value | 186,964 | I | By Voting Trust ⁽⁷⁾ |
| Common Stock, \$0.01 par value | 85,190 | I | By Company Plan |

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.

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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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------|
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------|

(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Repor
Trans
(Instr

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FORD WILLIAM CLAY JR FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126 | X | | Exec. Chairman and Chairman | |

Signatures

Jerome F. Zaremba,
Attorney-in-Fact

05/11/2012

__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 within the Ford Family.
- (2) I disclaim beneficial ownership of these shares owned by my wife.
- (3) I disclaim beneficial ownership of these shares held by my wife as custodian for one of my children.
- (4) I am one of five trustees of the voting trust. As shown, it holds 399,757 shares of Class B Stock for the benefit of three of my children. I disclaim beneficial ownership of these shares.
- (5) I disclaim beneficial ownership of these shares owned by my wife as Trustee.
- (6) I am the trustee of these trusts for three of my children. I disclaim beneficial ownership of these shares.
- (7) I am a trustee of the voting trust. The shares of Common Stock shown are held for my benefit. I disclaim beneficial ownership of any other shares of Common Stock in said voting trust.

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.