

FORD WILLIAM CLAY JR
 Form 5
 February 12, 2013

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2015
 Estimated average burden hours per response... 1.0

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)

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

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

FORD MOTOR COMPANY, ONE AMERICAN ROAD
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

DEARBORN, MI 48126
 (City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class B Stock, \$0.01 par value	01/04/2012	Â	G	2,300 A \$ 0	70,072	I	By Spouse ⁽¹⁾
Class B Stock, \$0.01 par value	02/15/2012	Â	G	1,044 A \$ 0	71,116	I	By Spouse ⁽¹⁾

Edgar Filing: FORD WILLIAM CLAY JR - Form 5

Class B Stock, \$0.01 par value	01/04/2012	Â	G	2,300	A	\$ 0	2,951,125	I	By Voting Trust <u>(2)</u>
Class B Stock, \$0.01 par value	02/15/2012	Â	G	9,396	D	\$ 0	2,941,729	I	By Voting Trust <u>(2)</u>
Class B Stock, \$0.01 par value	01/04/2012	Â	G	6,900	A	\$ 0	406,657	I	By Voting Trust-Children <u>(3)</u>
Class B Stock, \$0.01 par value	02/15/2012	Â	G	6,264	A	\$ 0	412,921	I	By Voting Trust-Children <u>(3)</u>
Class B Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	187,012	I	by Spouse as Trustee <u>(4)</u>
Class B Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	11,179	I	By Spouse as Custodian <u>(5)</u>
Class B Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	440,230	I	By Annuity Trust <u>(6)</u>
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	88,328	I	By Company Plan
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	60,843	I	by Spouse as Trustee <u>(4)</u>
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	44,891	I	By Children <u>(7)</u>
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	4,191,124	D	Â
	Â	Â	Â	Â	Â	Â	12,412	I	By Spouse <u>(1)</u>

Edgar Filing: FORD WILLIAM CLAY JR - Form 5

Common Stock, \$0.01 par value										
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	19,153	I		By Spouse as Custodian ⁽⁵⁾
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	146,429	I		By Trust-Children ⁽⁸⁾
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	186,964	I		By Voting Trust ⁽⁹⁾
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	551,843	I		By Annuity Trust ⁽⁶⁾

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.

SEC 2270 (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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
BEP Ford Stock Fund Units	Â	Â	Â	Â	Â Â	Â ⁽¹⁰⁾ Â ⁽¹⁰⁾	Common Stock, \$0.01 par value 27,596
Employee Stock Option (Right to	\$ 12.46	Â	Â	Â	Â Â	Â ⁽¹¹⁾ 03/04/2022	Common Stock, \$0.01 par value 595,238

Edgar Filing: FORD WILLIAM CLAY JR - Form 5

Buy)

Employee Stock Option (Right to Buy)	\$ 14.76	Â	Â	Â	Â	Â	Â	Â <u>(12)</u>	03/02/2021	Common Stock, \$0.01 par value	412,735
Employee Stock Option (Right to Buy)	\$ 12.98	Â	Â	Â	Â	Â	Â	Â <u>(13)</u>	08/04/2020	Common Stock, \$0.01 par value	1,320,754
Employee Stock Option (Right to Buy)	\$ 12.69	Â	Â	Â	Â	Â	Â	Â <u>(14)</u>	03/02/2020	Common Stock, \$0.01 par value	485,436
Employee Stock Option (Right to Buy)	\$ 2.84	Â	Â	Â	Â	Â	Â	Â <u>(15)</u>	03/26/2019	Common Stock, \$0.01 par value	3,470,000
Employee Stock Option (Right to Buy)	\$ 12.49	Â	Â	Â	Â	Â	Â	Â <u>(16)</u>	03/10/2015	Common Stock, \$0.01 par value	1,685,393
Employee Stock Option (Right to Buy)	\$ 16.49	Â	Â	Â	Â	Â	Â	Â <u>(17)</u>	01/04/2014	Common Stock, \$0.01 par value	1,587,301
Employee Stock Option (Right to Buy)	\$ 15.98	Â	Â	Â	Â	Â	Â	Â <u>(18)</u>	12/30/2013	Common Stock, \$0.01 par value	62,396
Ford Stock Units	Â	Â	Â	Â	Â	Â	Â	Â <u>(19)</u>	Â <u>(19)</u>	Common Stock, \$0.01 par value	253,742
Ford Stock Units	Â	Â	Â	Â	Â	Â	Â	Â <u>(20)</u>	Â <u>(20)</u>	Common Stock, \$0.01 par value	175,473
Ford Stock	Â	Â	Â	Â	Â	Â	Â	Â <u>(21)</u>	Â <u>(21)</u>	Common Stock,	2,616

Edgar Filing: FORD WILLIAM CLAY JR - Form 5

- (16) This option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/11/2005), 66% after two years, and in full after three years.
- (17) This option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (01/05/2004), 66% after two years, and in full after three years.
- (18) This option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (12/31/2003), 66% after two years, and in full after three years.
- (19) 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 3, 2013.
- (20) 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 5, 2014.
- (21) These Ford Stock Units were acquired under the Company's Deferred Compensation Plan for Non-Employee Directors. In general, these 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.