

O'Callaghan Catherine A.
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 *
O'Callaghan Catherine A.

(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
X Officer (give title below) ___ Other (specify below)

Vice President and Controller

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 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value	03/02/2019		M ⁽¹⁾		4,552	A	(1)
Common Stock, \$0.01 par value	03/03/2019		M ⁽¹⁾		1,754	A	(1)
Common Stock, \$0.01 par value	03/03/2019		M ⁽²⁾		1,960	A	(2)

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Common Stock, \$0.01 par value	03/04/2019	F ⁽³⁾	3,812	D	\$ 8.79	99,656	D	
Common Stock, \$0.01 par value	03/02/2019	M ⁽⁴⁾	1,342	A	(4)	32,267	I	by Spouse ⁽⁵⁾
Common Stock, \$0.01 par value	03/03/2019	M ⁽⁴⁾	565	A	(4)	32,832	I	by Spouse ⁽⁵⁾
Common Stock, \$0.01 par value	03/04/2019	F ⁽⁶⁾	256	D	\$ 8.79	32,576	I	by Spouse ⁽⁵⁾

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)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Ford Stock Units	(1)	03/03/2019		M(1)	1,754	(1) (1)	Common Stock, \$0.01 par value	1,754
Ford Stock Units	(1)	03/02/2019		M(1)	1,986	(1) (1)	Common Stock, \$0.01 par value	1,986
Ford Stock Units	(1)	03/02/2019		M(1)	2,566	(1) (1)	Common Stock, \$0.01 par value	2,566

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- (5) These shares are held by my spouse.

These shares were withheld by the Company to cover my spouse's income tax liability relating to March 2, 2019 and March 3, 2019

- (6) 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 1, 2019.

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

- (7) 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.

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

- (8) Ford Restricted Stock Units will be converted and distributed to my spouse, 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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