

FORD WILLIAM CLAY JR  
 Form 5  
 February 12, 2013

**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)

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 <sup>(1)</sup>
Class B Stock, \$0.01 par value	02/15/2012	Â	G	1,044 A \$ 0	71,116	I	By Spouse <sup>(1)</sup>

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

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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 <sup>(5)</sup>
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	146,429	I		By Trust-Children <sup>(8)</sup>
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	186,964	I		By Voting Trust <sup>(9)</sup>
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	551,843	I		By Annuity Trust <sup>(6)</sup>

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

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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 <sup>(10)</sup> Â <sup>(10)</sup>	Common Stock, \$0.01 par value 27,596
Employee Stock Option (Right to	\$ 12.46	Â	Â	Â	Â Â	Â <sup>(11)</sup> 03/04/2022	Common Stock, \$0.01 par value 595,238

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Buy)

Employee  
Stock  
Option  
(Right to  
Buy)

\$ 14.76

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^ (12)

03/02/2021

Common  
Stock,  
\$0.01 par  
value

412,735

Employee  
Stock  
Option  
(Right to  
Buy)

\$ 12.98

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^ (13)

08/04/2020

Common  
Stock,  
\$0.01 par  
value

1,320,754

Employee  
Stock  
Option  
(Right to  
Buy)

\$ 12.69

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^ (14)

03/02/2020

Common  
Stock,  
\$0.01 par  
value

485,436

Employee  
Stock  
Option  
(Right to  
Buy)

\$ 2.84

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^ (15)

03/26/2019

Common  
Stock,  
\$0.01 par  
value

3,470,000

Employee  
Stock  
Option  
(Right to  
Buy)

\$ 12.49

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^ (16)

03/10/2015

Common  
Stock,  
\$0.01 par  
value

1,685,393

Employee  
Stock  
Option  
(Right to  
Buy)

\$ 16.49

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^ (17)

01/04/2014

Common  
Stock,  
\$0.01 par  
value

1,587,301

Employee  
Stock  
Option  
(Right to  
Buy)

\$ 15.98

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^ (18)

12/30/2013

Common  
Stock,  
\$0.01 par  
value

62,396

Ford  
Stock  
Units

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^ (19)

^ (19)

Common  
Stock,  
\$0.01 par  
value

253,742

Ford  
Stock  
Units

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^ (20)

^ (20)

Common  
Stock,  
\$0.01 par  
value

175,473

Ford  
Stock

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^ (21)

^ (21)

Common  
Stock,

2,616



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- (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.