

FORD MOTOR CO  
Form 5  
February 16, 2016

# FORM 5

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

OMB APPROVAL  
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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 \*  
Schoch David L.  
  
(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)

ONE AMERICAN ROAD  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Group Vice President

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

DEARBORN, MI 48126

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|                                 |                                      |  |                                | (A) or (D) Amount Price   |  |  |   |
| Common Stock, \$0.01 par value  | 07/08/2015                           | ^  | I4 <sup>(1)</sup>              | 63,930 <sup>(1)</sup> D \$ 14.37 <sup>(1)</sup>                   | 63,930   | I  | By Company Plan <sup>(1)</sup>                        |
| Common Stock, \$0.01 par value  | ^                                    | ^  | ^                              | ^ ^ ^   | 65,264 <sup>(2)</sup>  | I  | By Company Plan                                       |
| Common                          | ^                                    | ^  | ^                              | ^ ^ ^   | 145,854  | D  | ^   |

Stock,  
\$0.01 par  
value

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) (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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title   |                               |
| Employee Stock Option (Right to Buy)       | \$ 7.55  | Â                                    | Â  | Â                              | Â Â Â (3)   | 03/04/2017   | Common Stock, \$0.01 par value                                | 21,344 (3)                    |
| Employee Stock Option (Right to Buy)       | \$ 6.14  | Â                                    | Â  | Â                              | Â Â Â (4)   | 03/04/2018   | Common Stock, \$0.01 par value                                | 28,754 (4)                    |
| Employee Stock Option (Right to Buy)       | \$ 1.96  | Â                                    | Â  | Â                              | Â Â Â (5)   | 03/10/2019   | Common Stock, \$0.01 par value                                | 52,071 (5)                    |
| Employee Stock Option (Right to Buy)       | \$ 12.69   | Â                                    | Â  | Â                              | Â Â Â (6)   | 03/02/2020   | Common Stock, \$0.01 par value                                | 12,393 (6)                    |
| Employee Stock Option (Right to Buy)       | \$ 14.76   | Â                                    | Â  | Â                              | Â Â Â (7)   | 03/02/2021   | Common Stock, \$0.01 par value                                | 9,734 (7)                     |

|                                      |          |   |   |   |   |   |   |        |            |                                |        |      |
|--------------------------------------|----------|---|---|---|---|---|---|--------|------------|--------------------------------|--------|------|
| Buy)                                 |          |   |   |   |   |   |   |        |            |                                |        |      |
| Employee Stock Option (Right to Buy) | \$ 12.46 | ^ | ^ | ^ | ^ | ^ | ^ | ^ (8)  | 03/04/2022 | Common Stock, \$0.01 par value | 48,894 | (8)  |
| Employee Stock Option (Right to Buy) | \$ 12.75 | ^ | ^ | ^ | ^ | ^ | ^ | ^ (9)  | 03/03/2023 | Common Stock, \$0.01 par value | 74,552 | (9)  |
| Employee Stock Option (Right to Buy) | \$ 15.37 | ^ | ^ | ^ | ^ | ^ | ^ | ^ (10) | 03/03/2024 | Common Stock, \$0.01 par value | 69,558 | (10) |
| Ford Stock Units                     | ^        | ^ | ^ | ^ | ^ | ^ | ^ | ^ (11) | ^ (11)     | Common Stock, \$0.01 par value | 31,191 | (11) |
| Ford Stock Units                     | ^        | ^ | ^ | ^ | ^ | ^ | ^ | ^ (12) | ^ (12)     | Common Stock, \$0.01 par value | 75,487 | (12) |
| Ford Stock Units                     | ^        | ^ | ^ | ^ | ^ | ^ | ^ | ^ (13) | ^ (13)     | Common Stock, \$0.01 par value | 88,235 | (13) |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |                        |
|--|---------------|-----------|---------|------------------------|
|  | Director      | 10% Owner | Officer | Other                  |
| Schoch David L.<br>ONE AMERICAN ROAD<br>DEARBORN, MI 48126 | ^             | ^         | ^       | Group Vice President ^ |

## Signatures

Jerome F. Zaremba,  
Attorney-in-Fact

02/12/2016

\*\*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).

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- (1) The reported transaction represents an exchange out of shares, or units representing these shares, that were previously acquired under the Company's Savings and Stock Investment Plan.
- (2) Includes 1,335 shares or equivalent units acquired under Ford's Savings and Stock Investment Plan since the date of the reporting person's last ownership report.
- (3) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/05/2007), 66% after two years, and in full after three years.
- (4) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/05/2008), 66% after two years, and in full after three years.
- (5) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/11/2009), 66% after two years, and in full after three years.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) The 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.
- (10) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/04/2014), 66% after two years, and in full after three years.  

These Ford Restricted Stock Units were acquired under the Company's 2008 Long-Term Incentive Plan without payment by me. These
- (11) 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 (03/04/2015), 66% after two years, and in full after three years.
- (12) 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, 2017.
- (13) 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, 2016.

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.