

FORD EDSEL B II
Form 4
December 27, 2017

FORM 4

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).

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 EDSEL B II

(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)
12/22/2017

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)

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 |
| Common Stock, \$0.01 par value | 02/14/2017 | | G | V | 15,400 | D | \$ 0 881,618 |
| Common Stock, \$0.01 par value | 02/14/2017 | | G | V | 8,800 | A | \$ 0 875,844 |
| Common Stock, \$0.01 par value | 05/10/2017 | | G | V | 289,296 | D | \$ 0 0 |
| | | | | | | I | By Trust-Children (1) |
| | | | | | | I | By Annuity Trust (2) |

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| | | | | | | | | |
|---------------------------------|------------|-------------------------|-----------|---|----------------------------|-----------|---|--|
| Common Stock, \$0.01 par value | 05/10/2017 | G V | 289,296 | A | \$ 0 | 1,170,914 | D | |
| Common Stock, \$0.01 par value | 12/22/2017 | <u>C</u> ⁽³⁾ | 1,059,100 | D | <u>\$ 0</u> ⁽³⁾ | 111,814 | D | |
| Class B Stock, \$0.01 par value | 12/22/2017 | <u>C</u> ⁽³⁾ | 1,059,100 | A | <u>\$ 0</u> ⁽³⁾ | 1,059,180 | I | By Voting Trust <u>(4)</u> |
| Class B Stock, \$0.01 par value | | | | | | 1,803,787 | I | as Trustee-Remainder Trusts <u>(5)</u> |
| Class B Stock, \$0.01 par value | | | | | | 32,508 | I | By Spouse <u>(6)</u> |
| Class B Stock, \$0.01 par value | | | | | | 2,129,127 | I | By Voting Trust-Children <u>(7)</u> |
| Class B Stock, \$0.01 par value | | | | | | 1,269,672 | I | as Trustee <u>(8)</u> |
| Common Stock, \$0.01 par value | | | | | | 251,938 | I | as Trustee-Remainder Trusts <u>(5)</u> |
| Common Stock, \$0.01 par value | | | | | | 21,448 | I | By Company Plan |
| Common Stock, \$0.01 par value | | | | | | 24,321 | I | By Spouse <u>(6)</u> |
| Common Stock, \$0.01 par value | | | | | | 17,346 | I | as Trustee <u>(8)</u> |

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FORD EDSEL B II FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126 | | X | | |

Signatures

Jerome F. Zaremba,
Attorney-in-Fact

12/27/2017

__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) I am the trustee of these trusts for my children. I disclaim beneficial ownership of these shares.
 - (2) These shares are held in a grantor retained annuity trust of which I am trustee.
 - (3) The reported transactions resulted from an exchange of Common Stock for Class B Stock on a one-for-one basis among holders of Class B Stock.
 - (4) I am one of four trustees of the voting trust. As shown, it holds 1,059,180 shares of Class B Stock for my benefit. I disclaim beneficial ownership of any other shares of Class B Stock in said voting trust.

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- (5) I am the trustee of these trusts for the benefit of my children's children. I disclaim beneficial ownership of these shares.
- (6) I disclaim beneficial ownership of these shares owned by my wife.
- (7) I am one of four trustees of the voting trust. As shown, it holds 2,129,127 shares of Class B Stock for the benefit of my children. I disclaim beneficial ownership of these shares.
- (8) I am the trustee of this trust which holds these shares for the benefit of my children. I disclaim beneficial ownership of these shares.

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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