## Edgar Filing: Gayton Bradley M - Form 4

Gayton Brac Form 4 March 06, 20											
FORM	ЛЛ									PPROVAL	
	UNITED S	STATES		RITIES Al shington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Check this box			v v ci.	sington,	D.C. 200	<b>, , , , </b>		Expires:	January 31,		
if no long subject to Section 1 Form 4 c Form 5 obligatio may com See Instr	Section 1 Public U	GES IN I SECUR 6(a) of the tility Hold	Estimated burden hou response	urs per							
1(b).											
(Print or Type ]	Responses)										
1. Name and A Gayton Bra	Address of Reporting a second	Person <u>*</u>	Symbol	r Name <b>and</b> MOTOR (		Fradin	g	5. Relationship of Issuer			
				f Earliest Tra				(Check all applicable)			
ONE AMERICAN ROAD (Month 03/02/				Day/Year) 018				Director 10% Owner X Officer (give title Other (specify below) below) GVP and General Counsel			
DEARBOR	(Street) RN, MI 48126			endment, Dat nth/Day/Year)	-			6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M	One Reporting P	erson	
(City)		(Zip)	Tab	la L. Non D	onivotivo S	loouni	tion A on	Person	f or Ponoficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deen Execution any	ned 1 Date, if	e I - Non-Derivative Securities Acq 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Common				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock, \$0.01 par value	03/02/2018			M <u>(1)</u>	13,033	А	<u>(1)</u>	19,680	D		
Common Stock, \$0.01 par value	03/02/2018			F <u>(2)</u>	7,462	D	\$ 10.4	12,218	D		
Common Stock, \$0.01 par value	03/03/2018			M <u>(1)</u>	4,143	A	<u>(1)</u>	16,361	D		

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Common Stock, \$0.01 par value	03/04/2018	M <u>(1)</u>	2,927	A	<u>(1)</u>	19,288	D	
Common Stock, \$0.01 par value	03/04/2018	A <u>(3)</u>	6,197	А	<u>(3)</u>	25,485	D	
Common Stock, \$0.01 par value						55,622	Ι	By Company Plan

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.

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. 5. Number of TransactionDerivative Securities Code Acquired (A) or (Instr. 8) 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)		
	·			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Ford Stock Units	<u>(1)</u>	03/04/2018		M <u>(1)</u>		2,927	(1)	<u>(1)</u>	Common Stock, \$0.01 par value	2,927
Ford Stock Units	<u>(1)</u>	03/03/2018		M <u>(1)</u>		4,143	<u>(1)</u>	<u>(1)</u>	Common Stock, \$0.01 par value	4,143
Ford Stock Units	<u>(1)</u>	03/02/2018		M <u>(1)</u>		13,033	<u>(1)</u>	(1)	Common Stock, \$0.01 par value	13,03
Ford Stock Units	<u>(4)</u>	03/02/2018		A <u>(4)</u>	111,538		<u>(4)</u>	<u>(4)</u>	Common Stock, \$0.01 par value	111,53

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Gayton Bradley M ONE AMERICAN ROAD DEARBORN, MI 48126			GVP and General Counsel					
Signatures								
Jerome F. Zaremba, Attorney-in-Fact		03/06/201	8					
**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) The reported transaction involved the conversion, without payment by me, of Ford Stock Units into shares of Common Stock under the Company's Long-Term Incentive Plan.
- These shares were withheld by the Company to cover my income tax liability relating to March 2, 2018, March 3, 2018, and March 4,(2) 2018 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 2, 2018.
- (3) These shares were acquired under the Company's Long-Term Incentive Plan without payment by me and are a final award related to a 2015 performance-based restricted stock unit opportunity.
- These Ford Restricted Stock Units were acquired under the Company's Long-Term Incentive Plan without payment by me. These Ford
  (4) 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 (03/02/2018), 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. 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.