

FORD MOTOR CO
Form DEF 14A
March 28, 2014

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Ford Motor Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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 - (3) Filing Party:
 - (4) Date Filed:
-

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Notice of 2014 Annual Meeting of Shareholders and Proxy Statement

Ford Motor Company

Thursday, May 8, 2014 at 8:30 a.m., Eastern Time
Hotel du Pont, 11th and Market Streets, Wilmington, Delaware 19801

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Ford Motor Company
One American Road
Dearborn, Michigan
48126-2798

Dear Shareholders:

It is my pleasure to inform you that our 2014 annual meeting of shareholders will be held at the Hotel du Pont, 11th and Market Streets, Wilmington, Delaware, on Thursday, May 8, 2014. As we prepare for the annual meeting, it is appropriate to share with you my thoughts on our performance of the past year and our expectations for 2014.

In 2013, Ford Motor Company continued to go further to meet the needs of our customers, the challenges of our industry and the issues confronting our world. Our efforts produced one of the best full-year pre-tax operating profits in our history and our fourth consecutive year of pre-tax profit of \$8 billion or higher. We also produced record Automotive operating-related cash flow. We will continue upgrading our product line in all our markets around the world and investing for growth in Asia Pacific. Our European transformation is taking hold, and we are on track to return to profitability in 2015.

2013 also marked several significant milestones for Ford, including Henry Ford's 150th birthday and the 100th Anniversary of the moving assembly line, perhaps his greatest innovation. That innovative spirit continues with our commitment to create a better world through our sustainability goals, such as reducing energy consumption per vehicle produced by 25% between 2011 and 2016; cutting waste by 40% between 2011 and 2016; reducing water usage by 30% through 2015; and eliminating CO₂ emissions by 30% per vehicle between 2010 and 2025.

A great standard-bearer of our innovative spirit was my father, William Clay Ford, who passed away on March 8, 2014. My father served our Company for 57 years as an employee and board member and eight years as our Director Emeritus. Directly linked to our past, he maintained and strengthened our heritage as a family company while helping to guide us into the modern era. He was a wonderful father, a great leader and a highly respected man, who will continue to inspire us as we move forward.

Our plan is to continue serving our customers in all markets around the world with a full family of vehicles – small, medium and large; cars, utilities and trucks – with the very best quality, fuel efficiency, safety, smart design and value – built on global platforms. This laser-focus will help us toward our goal of increased global sales and market share, as well as support our ongoing commitment to reducing the environmental impact of our vehicles and operations.

We have a great plan and outstanding leadership. Thank you for your continued support.

March 28, 2014

William Clay Ford, Jr.
Chairman of the Board

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF FORD MOTOR COMPANY

Thursday, May 8, 2014

8:30 a.m., Eastern Time

Hotel du Pont, 11th and Market Streets, Wilmington, Delaware

The annual meeting will begin promptly at 8:30 a.m., Eastern Time. If you plan to attend the meeting, please see the instructions on page 6 of the attached Proxy Statement.

Items of Business:

1. The election of the 16 director nominees named in the Proxy Statement.
2. The ratification of the selection of PricewaterhouseCoopers LLP as Ford's independent registered public accounting firm for 2014.
3. A non-binding shareholder advisory vote to approve the compensation of the Named Executives.
4. Approval of the 2014 Stock Plan for Non-Employee Directors.
5. Consideration of the two shareholder proposals set forth in the Proxy Statement.

You can vote if you were a shareholder of record at the close of business on March 12, 2014.

Please read these materials so that you'll know what we plan to do at the meeting. Also, please either sign and return the accompanying proxy card in the postage-paid envelope or instruct us by telephone or via the Internet as to how you would like your shares voted. This way, your shares will be voted as you direct even if you can't attend the meeting. Instructions on how to vote your shares by telephone or via the Internet are on the proxy card enclosed with the Proxy Statement.

Shareholders are being notified of the Proxy Statement and the form of proxy beginning March 28, 2014.

March 28, 2014

Dearborn, Michigan

Bradley M. Gayton
Secretary

We urge each shareowner to promptly sign and return the enclosed proxy card or to use telephone or Internet voting. See our questions and answers about the meeting and voting section for information about voting by telephone or Internet, how to revoke a proxy, and how to vote shares in person.

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Defined Terms

"Annual Incentive Compensation Plan" or **"Incentive Bonus Plan"** means Ford's Annual Incentive Compensation Plan.

"Class B Stock" means Ford's Class B Stock.

"Deferred Compensation Plan" means Ford's Deferred Compensation Plan.

"Dividend Equivalent" means cash or shares of common stock (or common stock units) equal in value to dividends, if any, paid on shares of common stock.

"Final Award" means shares of common stock, Restricted Stock Units, and cash awarded by the Compensation Committee under a Performance Unit.

"Ford" or **"we"** or **"Company"** means Ford Motor Company.

"Long-Term Incentive Plan" means Ford's 1998 or 2008 Long-Term Incentive Plan.

"Named Executives" means the executives named in the Summary Compensation Table on p. 64.

"NYSE" means the New York Stock Exchange LLC.

"Performance Unit" means, under the Long-Term Incentive Plan, an award of the right to earn up to a certain number of shares of common stock, Restricted Stock Units, or cash, or a combination of cash and shares of common stock or Restricted Stock Units, based on performance against specified goals established by the Compensation Committee.

"Restricted Stock Unit" means, under the Long-Term Incentive Plan, the right to receive a share of common stock, or cash equivalent to the value of a share of common stock, when the restriction period ends, as determined by the Compensation Committee.

"SEC" means the United States Securities and Exchange Commission.

"Senior Convertible Notes" means the Ford Motor Company 4.25% Senior Convertible Notes due 2036 and the Ford Motor Company 4.25% Senior Convertible Notes due 2016.

"1998 Plan" means Ford's 1998 Long-Term Incentive Plan.

"2008 Plan" means Ford's 2008 Long-Term Incentive Plan.

"2014 Plan" means the 2014 Stock Plan for Non-Employee Directors of Ford Motor Company.

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2014 Proxy Statement Summary

The Board of Directors is soliciting proxies to be used at the annual meeting of shareholders to be held on Thursday, May 8, 2014, beginning at 8:30 a.m., Eastern Time, at the Hotel du Pont, 11th and Market Streets, Wilmington, Delaware. This Proxy Statement and the enclosed proxy are being made available to shareholders beginning March 28, 2014.

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information you should consider. You should read the entire Proxy Statement carefully before voting.

GENERAL INFORMATION

Meeting: Annual Meeting of Shareholders

Date: May 8, 2014

Time: 8:30 a.m., Eastern Time

Location: Hotel du Pont, 11th and Market Streets,
Wilmington, Delaware

Record Date: March 12, 2014

Stock Symbol: F

Exchange: NYSE

Common Stock Outstanding: 3.88 billion shares

Registrar & Transfer Agent: Computershare Trust Company, N.A.

State of Incorporation: Delaware

Year of Incorporation: 1903

Public Company Since: 1956

Corporate Headquarters: One American Road,
Dearborn, Michigan 48126

Corporate Website: www.corporate.ford.com

Annual Report: www.annualreport.ford.com

NAMED EXECUTIVE OFFICERS

Alan Mulally

Robert L. Shanks

William Clay Ford, Jr.

Mark Fields

Joseph R. Hinrichs

Change-In-Control Agreements: No

Stock Ownership Goals: Yes (p. 59)

Recoupment Policy: Yes (p. 14)

CORPORATE GOVERNANCE

(see pp. 8-24)

Election of Director Nominees: 16

Stephen G. Butler (Independent)
Kimberly A. Casiano (Independent)
Anthony F. Earley, Jr. (Independent)
Edsel B. Ford II (Consultant)
William Clay Ford, Jr. (Management)
Richard A. Gephardt (Independent)
James P. Hackett (Independent)
James H. Hance, Jr. (Independent)
William W. Helman IV (Independent)
Jon M. Huntsman, Jr. (Independent)
John C. Lechleiter (Independent)
Ellen R. Marram (Independent)
Alan Mulally (Management)
Homer A. Neal (Independent)
Gerald L. Shaheen (Independent)
John L. Thornton (Independent)

Director Term: One year

Director Election Standard: Majority

Board Meetings in 2013: 9

Standing Board Committees (Meetings in 2013):

Audit (11), Compensation (7), Finance (3),
Nominating and Governance (7), Sustainability (4)

Supermajority Voting Requirements: No

Corporate Governance Materials:

www.corporate.ford.com

OTHER ITEMS TO BE VOTED ON

Ratification of Appointment of Independent

Registered Public Accounting Firm

(PricewaterhouseCoopers LLP) (pp. 38-40)

Advisory Vote to Approve Named Executive

Officer Compensation (pp. 41-80)

Approval of 2014 Stock Plan for Non-Employee Directors of Ford Motor Company

(pp. 81-85)

Shareholder Proposals (pp. 86-90):

Questions and Answers About the Proxy Materials

WHAT IS A PROXY? WHAT IS A PROXY STATEMENT?

A proxy is another person that you legally designate to vote your stock. If you designate someone as your proxy in a written document, that document also is called a proxy or a proxy card. A proxy statement is a document that SEC regulations require that we make available to you when we ask you to vote your stock at the annual meeting.

WHAT IS THE PURPOSE OF THE ANNUAL MEETING?

At our annual meeting, shareholders will act upon the matters outlined in the notice of meeting, including the election of 16 director nominees, ratification of the selection of the Company's independent registered public accounting firm, a non-binding shareholder advisory vote to approve the compensation of the Named Executives, approval of the 2014 Plan, and consideration of two shareholder proposals, if presented at the meeting. Also, management will report on the state of the Company and respond to questions from shareholders.

WHAT IS THE RECORD DATE AND WHAT DOES IT MEAN?

The record date for the annual meeting is March 12, 2014. The record date is established by the Board of Directors as required by Delaware law. Holders of common stock and holders of Class B Stock at the close of business on the record date are entitled to receive notice of the meeting and to vote at the meeting and any adjournments or postponements of the meeting.

WHO IS ENTITLED TO VOTE AT THE ANNUAL MEETING?

Holders of common stock and holders of Class B Stock at the close of business on the record date may vote at the meeting. Holders of Senior Convertible Notes cannot vote at this meeting.

On March 12, 2014, 3,881,659,802 shares of common stock and 70,852,076 shares of Class B Stock were outstanding and, thus, are eligible to be voted.

WHAT ARE THE VOTING RIGHTS OF THE HOLDERS OF COMMON STOCK AND CLASS B STOCK?

Holders of common stock and holders of Class B Stock will vote together without regard to class on the matters to be voted upon at the meeting. Holders of common stock have 60% of the general voting power. Holders of Class B Stock have the remaining 40% of the general voting power.

Each outstanding share of common stock will be entitled to one vote on each matter to be voted upon.

The number of votes for each share of Class B Stock is calculated each year in accordance with the Company's Restated Certificate of Incorporation. At this year's meeting, each outstanding share of Class B Stock will be entitled to 36.524 votes on each matter to be voted upon.

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Questions and Answers About the Proxy Materials

WHAT IS THE DIFFERENCE BETWEEN A SHAREHOLDER OF RECORD AND A "STREET NAME" HOLDER?

Shareholder of Record: If your shares are registered directly in your name with Computershare Trust Company, N.A., the Company's stock transfer agent, you are considered the shareholder of record, or a registered holder, with respect to those shares.

Street Name Holder: If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of these shares, and your shares are held in "street name."

HOW DO I VOTE MY SHARES?

Shareholder of Record: If you are a shareholder of record, you can give a proxy to be voted at the meeting:

over the telephone;

using the Internet; or

by mailing in a proxy card.

The telephone and Internet voting procedures have been set up for your convenience and have been designed to authenticate your identity, to allow you to give voting instructions, and to confirm that those instructions have been recorded properly. If you are a shareholder of record and you would like to vote by telephone or the Internet, please refer to the specific instructions set forth on the enclosed proxy card. If you wish to vote using a paper format and you return your signed proxy to us before the annual meeting, we will vote your shares as you direct.

Employee Savings Plan Participant: If you are a Company employee or retiree participating in either of the Company's Savings and Stock Investment Plan for Salaried Employees or Tax-Efficient Savings Plan for Hourly Employees, then you may be receiving this material because of shares held for you in those plans. In that case, you may use a proxy card to instruct the plan trustee on how to vote those shares. The trustee will vote the shares in accordance with your instructions and the terms of the plan. If you hold shares in any of these plans, the trustee will vote the shares held for you even if you do not direct the trustee how to vote. In these cases, the trustee will vote any shares for which the trustee does not receive instructions in the same proportion as the trustee votes the shares for which the trustee does receive instructions unless otherwise required by ERISA as determined by the investment manager. To allow sufficient time for voting by trustees and administrators of the plans, your voting instructions must be received by 11:59 p.m., Eastern Time, May 5, 2014.

Street Name Holder: If you hold your shares in "street name," you must vote your shares in the manner prescribed by your broker or nominee. Your broker or nominee has enclosed, or explained how you can access, a voting instruction card for you to use in directing the broker or nominee how to vote your shares.

CAN I VOTE MY SHARES IN PERSON AT THE ANNUAL MEETING?

Shareholder of Record: If you are a shareholder of record, you may vote your shares at the meeting by completing a ballot at the meeting. Even if you currently plan to attend the meeting, we recommend that you also submit your proxy as described above so that your vote will be counted if you later decide not to attend the meeting.

Employee Savings Plan Participant: If you hold shares in either of the Company's Savings and Stock Investment Plan for Salaried Employees or Tax-Efficient Savings Plan for Hourly Employees, you cannot vote at the meeting. Your shares will be voted by the trustee of those plans as described above.

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Street Name Holder: If you are a "street name" holder, you may vote your shares in person only if you obtain a signed proxy from your broker or nominee giving you the right to vote the shares.

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Questions and Answers About the Proxy Materials

ARE VOTES CONFIDENTIAL? WHO COUNTS THE VOTES?

The votes of all shareholders will be held in confidence from directors, officers, and employees of the Company except: (a) as necessary to meet applicable legal requirements and to assert or defend claims for or against the Company; (b) in case of a contested proxy solicitation; or (c) if a shareholder makes a written comment on the proxy card or otherwise communicates his or her vote to management. We will also continue, as we have for many years, to retain an independent tabulator to receive and tabulate the proxies and independent inspectors of election to certify the results.

WHAT ARE MY CHOICES WHEN VOTING AND WHAT ARE THE BOARD'S RECOMMENDATIONS?

Proposals 1, 2, 3, and 4 will be presented at the meeting by management, and the rest are expected to be presented by shareholders.

Proposal	Voting Choices and Board Recommendation
1. Election of director nominees (pp. 25-37)	<p>vote in favor of all nominees;</p> <p>vote in favor of specific nominees;</p> <p>vote against all nominees;</p> <p>vote against specific nominees;</p> <p>abstain from voting with respect to all nominees; or</p> <p>abstain from voting with respect to specific nominees.</p> <p>The Board recommends a vote FOR each of the nominees.</p>
2. Ratification of the independent registered public accounting firm (pp. 38-40)	<p>vote in favor of ratification of the independent registered public accounting firm;</p> <p>vote against ratification of the independent registered public accounting firm; or</p> <p>abstain from voting on ratification of the independent registered public accounting firm.</p>

The Board recommends a vote FOR ratification of the independent registered public accounting firm.

3. **Approval, on an advisory basis, of the compensation of the Named Executives (pp. 41-80)**

vote in favor, on an advisory basis, of the compensation of the Named Executives;

vote against, on an advisory basis, the compensation of Named Executives; or

abstain from voting on the compensation of Named Executives.

The Board recommends a vote FOR, on an advisory basis, the compensation of the Named Executives.

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Questions and Answers About the Proxy Materials

Proposal	Voting Choices and Board Recommendation
4. Approval of the 2014 Stock Plan for Non-Employee Directors (pp. 81-85)	vote in favor of the 2014 Stock Plan for Non-Employee Directors; vote against the 2014 Stock Plan for Non-Employee Directors; or abstain from voting on the 2014 Stock Plan for Non-Employee Directors. The Board recommends a vote FOR approval of the 2014 Stock Plan for Non-Employee Directors.
5. Shareholder Proposal Consideration of a recapitalization plan to provide that all of the Company's outstanding stock have one vote per share (pp. 86-88)	vote in favor of shareholder Proposal 5; vote against shareholder Proposal 5; or abstain from voting on shareholder Proposal 5. The Board recommends a vote AGAINST Shareholder Proposal 5.
6. Shareholder Proposal Allow holders of 10% of outstanding common stock to call special meetings of shareholders (pp. 89-90)	vote in favor of shareholder Proposal 6; vote against shareholder Proposal 6; or abstain from voting on shareholder Proposal 6. The Board recommends a vote AGAINST Shareholder Proposal 6.

WHAT IF I DO NOT SPECIFY HOW I WANT MY SHARES VOTED?

If you do not specify on your proxy card (or when giving your proxy by telephone or the Internet) how you want to vote your shares, we will vote them:

FOR all of the director nominees (Proposal 1);

FOR ratifying the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2014 (Proposal 2);

FOR, on an advisory basis, approval of the compensation of the Named Executives (Proposal 3);

FOR approval of the 2014 Stock Plan for Non-Employee Directors (Proposal 4); and

AGAINST the shareholder proposals (Proposals 5 and 6).

CAN I CHANGE MY VOTE?

Yes. You can revoke your proxy at any time before it is exercised in any of three ways:

by submitting written notice of revocation to the Secretary of the Company;

by submitting another proxy by telephone, via the Internet or by mail that is later dated and, if by mail, that is properly signed; or

if you are a shareholder of record or a "street name" holder, by voting in person at the meeting.

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Questions and Answers About the Proxy Materials

WHAT PERCENTAGE OF THE VOTE IS REQUIRED FOR A PROPOSAL TO BE APPROVED?

A majority of the votes that could be cast by shareholders who are either present in person or represented by proxy at the meeting is required to elect the nominees for director and to approve each proposal. The votes are computed for each share as described on p. 2.

The total number of votes that could be cast at the meeting is the number of votes actually cast plus the number of abstentions. Abstentions are counted as "shares present" at the meeting for purposes of determining whether a quorum exists and have the effect of a vote "against" any matter as to which they are specified.

Proxies submitted by brokers that do not indicate a vote for some or all of the proposals because they don't have discretionary voting authority and haven't received instructions as to how to vote on those proposals (so-called "broker non-votes") are not considered "shares present" and will not affect the outcome of the vote.

HOW CAN I ATTEND THE ANNUAL MEETING?

Shareholder of Record: If you plan to attend the annual meeting, please let us know by indicating so when you vote your shares. If you received a proxy card in the mail, please tear off the top portion where indicated and bring it with you to the meeting. If you received a Notice of Annual Meeting and vote your shares via the Internet, please print your ticket from the voting website. This portion of the card will serve as your ticket and will admit you and one guest.

Street Name Holder: If you plan to attend the annual meeting, tell your broker or nominee that you are planning to attend the meeting and would like a legal proxy. Then simply bring that form to the meeting and we'll give you a ticket at the door that will admit you and one guest. If you can't get a legal proxy in time, we can still give you a ticket at the door if you bring a copy of your brokerage account statement showing that you owned Ford stock as of the record date, March 12, 2014.

ARE THERE ANY RULES REGARDING ADMISSION?

Each shareholder and guest will be asked to present valid government-issued picture identification, such as a driver's license or passport, before being admitted to the meeting. Cameras and audio and video recording devices will not be permitted at the meeting and attendees will be subject to security inspections. We encourage you to leave any such items at home. We will not be responsible for any items checked at the door.

ARE THERE ANY OTHER MATTERS TO BE ACTED UPON AT THE ANNUAL MEETING?

We do not know of any other matters to be presented or acted upon at the meeting. Under our By-Laws, no business besides that stated in the meeting notice may be transacted at any meeting of shareholders. If any other matter is presented at the meeting on which a vote may properly be taken, the shares represented by proxies will be voted in accordance with the judgment of the person or persons voting those shares.

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Questions and Answers About the Proxy Materials

ELECTRONIC ACCESS TO PROXY MATERIALS AND ANNUAL REPORT

This Proxy Statement and our 2013 Annual Report are available on our website at www.corporate.ford.com. Instead of receiving paper copies of next year's Proxy Statement and Annual Report by mail, you can elect to receive an e-mail message that will provide a link to those documents on the Internet. By opting to access your proxy materials via the Internet, you will:

Gain faster access to your proxy materials;

Save us the cost of producing and mailing documents to you;

Reduce the amount of mail you receive; and

Help preserve environmental resources.

Ford shareholders who have enrolled in the electronic access service previously will receive their materials online this year.

Shareholders of record may enroll in the electronic proxy and Annual Report access service for future Annual Meetings of Shareholders by registering online at www.eTree.com/ford. During 2013, 3,980 trees were planted as a result of shareholders enrolling in the electronic delivery program. Experts say 3,980 mature trees absorb 1 million pounds of CO₂ annually and produce enough oxygen to support 8,000 humans. If you vote via the Internet, simply follow the prompts that will link you to that website. "Street name" shareholders who wish to enroll for electronic access may register for online delivery of materials by going to www.icsdelivery.com/live.

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Corporate Governance

Corporate Governance Principles

The Nominating and Governance Committee developed and recommended to the Board a set of corporate governance principles, which the Board adopted. Ford's Corporate Governance Principles may be found on its website at www.corporate.ford.com. These principles include: a limitation on the number of boards on which a director may serve, qualifications for directors (including a requirement that directors be prepared to resign from the Board in the event of any significant change in their personal circumstances that could affect the discharge of their responsibilities), director orientation, continuing education and a requirement that the Board and each of its Committees perform an annual self-evaluation. Shareholders may obtain a printed copy of the Company's Corporate Governance Principles by writing to our Shareholder Relations Department, Ford Motor Company, One American Road, Suite 1026, Dearborn, Michigan 48126-2798.

Corporate Governance Practices

Ford has a long history of operating under sound corporate governance practices, which is a critical element of our success in delivering our ONE Ford Plan, and creating profitable growth for all. The Board continuously reviews our governance practices, assesses the regulatory and legislative environment, and adopts governance practices that best serve the interest of Ford's stockholders including:

Annual Election of All Directors.

Majority Vote Standard. Each director must be elected by a majority of votes cast.

Independent Board. Our Board is comprised of 82% independent directors.

Presiding Independent Director. Ensures management is adequately addressing the matters identified by the Board.

Independent Board Committees. Each of the Audit, Compensation, and Nominating and Governance committees is comprised of independent directors.

Committee Charters. Each standing committee operates under a written charter that has been approved by the Board.

Independent Directors Meet Regularly Without Management, and Non-Independent Directors.

Regular Board and Committee Self-Evaluation Process. The Board and each committee evaluates its performance each year.

Mandatory Deferral of Compensation for Directors. 60% of annual director fees are mandatorily deferred into Ford common stock units until retirement, which strongly links the interests of the Board with those of shareholders.

Separate Chairman of the Board and CEO. The Board of Directors has chosen to separate the roles of CEO and Chairman of the Board of Directors.

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Stock Ownership Goals for Executives. Significant stock ownership objectives strongly link the interests of management with those of stockholders.

Recoupment Policy. The Compensation Committee adopted a policy of recoupment of executive compensation in certain circumstances.

No Change-in-Control Agreements.

Confidential Voting.

Special Meetings. Shareholders have the right to call a special meeting.

Shareholders May Take Action by Written Consent.

Strong Codes of Ethics. Ford is committed to operating its business with the highest level of integrity and has adopted codes of ethics that apply to all employees, as well as the Board of Directors.

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Leadership Structure

Ford determines the most suitable leadership structure from time to time. At present, the Board of Directors has chosen to separate the roles of CEO and Chairman of the Board of Directors. Alan Mulally is our President and CEO and William Clay Ford, Jr., is Chairman of the Board of Directors as well as our Executive Chairman. We believe this structure is optimal for Ford at this time because it allows Mr. Mulally to focus on strategy and the implementation of our ONE Ford Plan, while allowing Mr. Ford to focus on leadership of the Board of Directors in addition to providing the Company with direction on Company-wide issues such as sustainability, personal mobility, and stakeholder relationships. Furthermore, the Board has appointed Ellen R. Marram as our Presiding Independent Director. We believe having a Presiding Independent Director is an important governance practice given that the Chairman of the Board, Mr. Ford, is not an independent director under our Corporate Governance Principles. The duties of the Presiding Independent Director include:

chairing the executive sessions of our independent directors;

advising on the selection of Board Committee Chairs; and

working with Mr. Ford and Mr. Mulally to ensure management is adequately addressing the matters identified by the Board.

This structure optimizes the roles of CEO, Chairman, and the Presiding Independent Director and provides Ford with sound corporate governance in the management of its business.

Board Meetings, Composition and Committees

Executive Sessions of Non-Employee Directors

Non-employee directors ordinarily meet in executive session without management present at most regularly scheduled Board meetings and may meet at other times at the discretion of the Presiding Independent Director or at the request of any non-employee director. Additionally, all of the independent directors meet periodically (at least annually) without management or non-independent directors present.

Composition of Board of Directors/Nominees

The Nominating and Governance Committee recommends the nominees for all directorships. The Committee also reviews and makes recommendations to the Board on matters such as the size and composition of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds. Between annual shareholder meetings, the Board may elect directors to vacant Board positions to serve until the next annual meeting.

In 2013, the Committee recommended that the size of the Board be expanded to seventeen directors given that certain directors are approaching, or have exceeded, the mandatory retirement age contained in our Corporate Governance Principles.

The Committee considers an appropriate mix of long-, medium-, and short-term tenured directors in its succession planning, particularly when it considers waiving the mandatory retirement age for directors. Although Mr. Gephardt has reached the retirement age of 72 years, the Board has waived the retirement age for him as permitted under our Corporate Governance Principles so that it may continue to avail itself of Mr. Gephardt's expertise in governmental relations matters, and to manage the succession planning of the Board's membership.

The Board believes that it has an appropriate mix of short- to medium-tenured directors as well as long-tenured directors that provide an excellent balance that enables the Board to benefit from fresh insights and historical perspective during its deliberations. In addition, the Board has managed succession planning effectively with strategic waivers of the mandatory retirement age where appropriate to maintain certain

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expertise while new directors supplement the Board structure.

The Board proposes to you a slate of nominees for election to the Board at the annual meeting. You may propose nominees (other than self-nominations) for consideration by the Committee by submitting the names, qualifications and other supporting information to: Secretary, Ford Motor Company, One American Road, Dearborn, MI 48126. Properly submitted recommendations must be received no later than November 28, 2014 to be considered by the Committee for inclusion in the following year's nominations for election to the Board. Your properly submitted candidates are evaluated in the same manner as those candidates recommended by other sources. All candidates are considered in light of the needs of the Board with due consideration given to the qualifications described on p. 25 under Election of Directors.

Board Committees

Only independent directors serve on the Audit, Compensation, and Nominating and Governance Committees, in accordance with the independence standards of the NYSE Listed Company rules and the Company's Corporate Governance Principles. The Board, and each committee of the Board, has the authority to engage independent consultants and advisors at the Company's expense.

The Company has published on its website (www.corporate.ford.com) the charter of each of the Audit, Compensation, Finance, Nominating and Governance, and Sustainability Committees of the Board. Printed copies of each of the committee charters are available by writing to our Shareholder Relations Department, Ford Motor Company, One American Road, Suite 1026, Dearborn, Michigan 48126-2798.

Board Committee Membership

Director		Audit	Compensation	Finance	Nominating and Governance	Sustainability	
Stephen G. Butler	I	C			ü		
Kimberly A. Casiano	I	ü			ü	ü	&zwsp;
Anthony F. Earley, Jr.	I		ü		ü	ü	&zwsp;
Edsel B. Ford II				ü		ü	&zwsp;
William Clay Ford, Jr.				C		ü	
Richard A. Gephardt	I				ü	ü	&zwsp;
James P. Hackett	I				ü	ü	
James H. Hance, Jr.	I	ü		ü	ü		&zwsp;
William W. Helman IV	I			ü	ü	ü	
Jon M. Huntsman, Jr.	I		ü		ü	ü	&zwsp;
John C. Lechleiter	I		ü		ü		
Richard A. Manoogian*	I		C		ü		&zwsp;
Ellen R. Marram	PI		ü		ü	ü	
Alan Mulally				ü			&zwsp;
Homer A. Neal	I			ü	ü	C	
Gerald L. Shaheen	I	ü			C		&zwsp;
John L. Thornton	I		ü	ü	ü		
Number of meetings in 2013		11	7	3	7	4	&zwsp;

I Indicates Independent Director **C** Indicates Chair of Committee **PI** Indicates Presiding Independent Director

* Mr. Manoogian is not standing for re-election at the 2014 Annual Meeting.

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Board Committee Functions

Audit Committee

Selects the independent registered public accounting firm to audit Ford's books and records, subject to shareholder ratification, and determines the compensation of the independent registered public accounting firm.

At least annually, reviews a report by the independent registered public accounting firm describing: internal quality control procedures, any issues raised by an internal or peer quality control review, any issues raised by a governmental or professional authority investigation in the past five years and any steps taken to deal with such issues, and (to assess the independence of the independent registered public accounting firm) all relationships between the independent registered public accounting firm and the Company.

Consults with the independent registered public accounting firm, reviews and approves the scope of their audit, and reviews their independence and performance. Also, annually approves of categories of services to be performed by the independent registered public accounting firm and reviews and, if appropriate, approves in advance any new proposed engagement greater than \$250,000.

Reviews internal controls, accounting practices, and financial reporting, including the results of the annual audit and the review of the interim financial statements with management and the independent registered public accounting firm.

Reviews activities, organization structure, and qualifications of the General Auditor's Office, and participates in the appointment, dismissal, evaluation, and the determination of the compensation of the General Auditor.

Discusses earnings releases and guidance provided to the public and rating agencies.

Reviews, at least annually, policies with respect to risk assessment and risk management.

Reviews, with the Office of the General Counsel, any legal or regulatory matter that could have a significant impact on the financial statements.

As appropriate, obtains advice and assistance from outside legal, accounting or other advisors.

Prepares an annual report of the Audit Committee to be included in the Company's proxy statement.

Assesses annually the adequacy of the Audit Committee Charter.

Reports to the Board of Directors about these matters.

Compensation Committee

Establishes and reviews the overall executive compensation philosophy and strategy of the Company.

Reviews and approves Company goals and objectives related to the Executive Chairman and the President and CEO and other executive officer compensation, including annual performance objectives.

Evaluates the performance of the Executive Chairman and the President and CEO and other executive officers in light of established goals and objectives and, based on such evaluation, reviews and approves the annual salary, bonus, stock options, Performance Units, other stock-based awards, other incentive awards and other benefits, direct and indirect, of the Executive Chairman and the President and CEO and other executive officers.

Conducts a risk assessment of the Company's compensation policies and practices.

Considers and makes recommendations on Ford's executive compensation plans and programs.

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Reviews the Compensation Discussion and Analysis to be included in the Company's proxy statement.

Prepares an annual report of the Compensation Committee to be included in the Company's proxy statement.

Assesses annually the adequacy of the Compensation Committee Charter.

Reports to the Board of Directors about these matters.

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Finance Committee

Reviews all aspects of the Company's policies and practices that relate to the management of the Company's financial affairs, not inconsistent, however, with law or with specific instructions given by the Board of Directors relating to such matters.

Reviews with management, at least annually, the annual report from the Treasurer of the Company's cash and funding plans and other Treasury matters.

Reviews the strategy and performance of the Company's pension and other retirement and savings plans.

Performs such other functions and exercises such other powers as may be delegated to it by the Board of Directors from time to time.

Reviews, at least annually, policies with respect to financial risk assessment and financial risk management.

Assesses annually the adequacy of the Finance Committee Charter.

Reports to the Board of Directors about these matters.

Nominating and Governance Committee

Reviews and makes recommendations on:

the nominations or elections of directors; and

the size, composition, and compensation of the Board.

Establishes criteria for selecting new directors and the evaluation of the Board. Develops and recommends to the Board corporate governance principles and guidelines. Reviews the charter and composition of each committee of the Board and makes recommendations to the Board for the adoption of or revisions to the committee charters, the creation of additional committees, or the elimination of committees.

Considers the adequacy of the By-Laws and the Restated Certificate of Incorporation of the Company and recommends to the Board, as appropriate, that the Board: (i) adopt amendments to the By-Laws, and (ii) propose, for consideration by the shareholders, amendments to the Restated Certificate of Incorporation.

Considers shareholder suggestions for nominees for director (other than self-nominations). See Composition of Board of Directors/Nominees on p. 10.

Assesses annually the adequacy of the Nominating and Governance Committee Charter.

Reports to the Board of Directors about these matters.

Sustainability Committee

Reviews environmental, public policy, and corporate citizenship issues facing the Company around the world.

Reviews annually with management the Company's performance for the immediately preceding year regarding stakeholder relationships, product performance, sustainability, and public policy.

Reviews with management the Company's annual Sustainability Report.

Assesses annually the adequacy of the Sustainability Committee Charter.

Reports to the Board of Directors about these matters.

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Board's Role in Risk Management

The Board of Directors of the Company has overall responsibility for the oversight of risk management at Ford. Day-to-day risk management is the responsibility of management, which has implemented risk management processes to identify, manage and monitor risks that face the Company.

The oversight responsibility of the Board and its Committees is supported by Company management and the risk management processes that are currently in place. Ford has extensive and effective risk management processes, relating specifically to compliance, reporting, operating and strategic risks. *Compliance Risk* encompasses matters such as legal and regulatory compliance (e.g., Foreign Corrupt Practices Act, environmental, OSHA/safety, etc.). *Reporting Risk* covers Sarbanes-Oxley compliance, disclosure controls and procedures, and accounting compliance. *Operating Risk* addresses the myriad of matters related to the operation of a complex company such as Ford (e.g., quality, supply chain, sales and service, financing and liquidity, product development and engineering, labor, etc.). *Strategic Risk* encompasses somewhat broader and longer-term matters, including, but not limited to, technology development, sustainability, capital allocation, management development, retention and compensation, competitive developments, and geopolitical developments.

We believe that key success factors in the risk management at Ford include a strong risk analysis tone set by the Board and senior management, which is shown through their commitment to effective top-down and bottom-up communication (including communication between management and the Board and Committees), and active cross-functional participation among the Business Units and Functional Skill Teams. More specifically, our Chief Executive Officer, Alan Mulally, has institutionalized the Creating Value Roadmap Process, which includes a Business Plan Review and Special Attention Review process where, on a weekly basis (and more often where circumstances dictate), the senior leadership of the Company from each of the Business Units and the Functional Skill Teams, reviews the status of the business, the risks and opportunities presented to the business (once again in the areas of compliance, reporting, operating and strategic risks), and develops specific plans to address those risks and opportunities. The Company has adopted a formal policy that requires the Creating Value Roadmap Process to be implemented by all Business Units and Functional Skill Teams. Our General Auditor's Office audits against the policies and procedures that have been adopted to support the Creating Value Roadmap Process. The Board of Directors recognizes the Creating Value Roadmap Process as the Company's primary risk management tool and the Audit Committee and the Board review annually the Creating Value Roadmap Process, the Company's adherence to it, and its effectiveness.

As noted above, the full Board of Directors has overall responsibility for the oversight of risk management at Ford and oversees operating risk management, with reviews at each of its regular Board meetings. The Board of Directors has delegated responsibility for the oversight of specific areas of risk management to certain Committees of the Board, with each Board Committee reporting to the full Board following each Committee meeting. The Audit Committee assists the Board of Directors in overseeing compliance and reporting risk. The Board, the Sustainability Committee, the Compensation Committee, and the Finance Committee all play a role in overseeing strategic risk management.

Risk Assessment Regarding Compensation Policies and Practices

We conducted an assessment of our compensation policies and practices, including our executive compensation programs, to evaluate the potential risks associated with these policies and practices. We reviewed and discussed the findings of the assessment with the Compensation Committee and concluded that our compensation programs are designed with an appropriate balance of risk and reward in relation to our ONE Ford Plan and do not encourage excessive or unnecessary risk-taking behavior. As a result, we do not believe that risks relating to our compensation policies and practices

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for our employees are reasonably likely to have a material adverse effect on the Company.

In conducting this review, we considered the following attributes of our programs:

Mix of base salary, annual bonus opportunities, and long-term equity compensation, with performance-based equity compensation opportunities for officers;

Alignment of annual and long-term incentives to ensure that the awards encourage consistent behaviors and incentivize performance results;

Inclusion of non-financial metrics, such as quality and market share metrics, and other quantitative and qualitative performance factors in determining actual compensation payouts;

Capped payout levels for both the Incentive Bonus Plan and performance-based stock awards for Named Executives the Committee has negative discretion over incentive program payouts;

Use of 10-year stock options and equity awards that vest over time;

Generally providing senior executives with long-term equity-based compensation on an annual basis. We believe that accumulating equity over a period of time encourages executives to take actions that promote the long-term sustainability of our business; and

Stock ownership goals that are reasonable and align the interests of the executive officers with those of our shareholders. This discourages executive officers from focusing on short-term results without regard for longer-term consequences.

Recoupment Policy: The Committee formally adopted a policy of recoupment of compensation in certain circumstances. The purpose of this policy is to help ensure executives act in the best interests of the Company. The policy requires any Company officer to repay or return cash bonuses and equity awards in the event: (i) the Company issues a material restatement of its financial statements and the restatement was caused by such officer's intentional misconduct; (ii) such officer was found to be in violation of non-compete provisions of any plan or agreement; or (iii) such officer has committed ethical or criminal violations. The Committee will consider all relevant factors and exercise business judgment in determining any appropriate amounts to recoup up to 100% of any awards. The policy applies to awards under the Incentive Bonus Plan beginning with the 2010 performance period and to equity awards issued under the 2008 Plan beginning with grants made in 2011.

Our Compensation Committee considered compensation risk implications during its deliberations on the design of our executive compensation programs with the goal of appropriately balancing short-term incentives and long-term performance.

Compensation Committee Operations

The Compensation Committee establishes and reviews our executive compensation philosophy and strategy and oversees our various executive compensation programs. The Committee is responsible for evaluating the performance of and determining the compensation for our Executive Chairman, the President and CEO, and other executive officers, and approving the compensation structure for senior management, including officers. The Committee is composed of six directors who are considered independent under the NYSE Listed Company rules and our Corporate Governance Principles. The Committee's membership is determined by our Board of Directors. The Committee operates under a written charter adopted by our Board of Directors. The Committee annually reviews the charter. A copy of the charter may be found on our website at www.corporate.ford.com.

The Committee makes decisions regarding the compensation of our officers that are Vice Presidents and above, including the Named Executives. The Committee has delegated authority, within prescribed share limits, to a Long-Term Incentive Compensation Award Committee (comprised of William Clay Ford, Jr., and Alan Mulally) to approve grants of options, Performance Units, Restricted Stock Units and other stock-based awards, and to the Annual Incentive Compensation Award Committee to determine bonuses, for other employees.

The Board of Directors makes decisions relating to non-employee director compensation. Any proposed changes are reviewed in advance and recommended

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to the Board by the Nominating and Governance Committee (see Director Compensation on pp. 35-37).

The Compensation Committee considers recommendations from Mr. Ford, Mr. Mulally, and the Group Vice President Human Resources and Corporate Services, in developing compensation plans and evaluating performance of other executive officers. The Committee's consultant also provides advice and analysis on the structure and level of executive compensation. Final decisions on any major element of compensation, however, as well as total compensation for executive officers, are made by the Compensation Committee.

As in prior years, in 2013, the Committee engaged Semler Brossy Consulting Group, LLC, an independent compensation consulting firm, to advise the Committee on executive compensation and benefits matters. Semler Brossy is retained directly by the Committee and it has the sole authority to review and approve the budget of the independent consultant. Semler Brossy does not advise our management and receives no other compensation from us. The same Semler Brossy principal attended all seven of the Committee meetings in 2013.

The Committee has analyzed whether the work of Semler Brossy as a compensation consultant has raised any conflict of interest, taking into consideration the following factors: (i) the provision of other services to the Company by Semler Brossy; (ii) the amount of fees from the Company paid to Semler Brossy as a percentage of the firm's total revenue; (iii) Semler Brossy's policies and procedures that are designed to prevent conflicts of interest; (iv) any business or personal relationship of Semler Brossy or the individual compensation advisor employed by the firm with an executive officer of the Company; (v) any business or personal relationship of the individual compensation advisor with any member of the Committee; and (vi) any stock of the Company owned by Semler Brossy or the individual compensation advisor employed by the firm. The Committee has determined, based on its analysis of the above factors, that the work of Semler Brossy and the individual compensation advisor employed by Semler Brossy as compensation consultant to the Committee has not created any conflict of interest.

In addition, the Committee reviewed survey data provided by the Towers Watson Executive Compensation Database. See Competitive Survey on pp. 46-47. Towers Watson does not assist the Committee in determining or recommending compensation of executive officers. Towers Watson is retained by Ford management, not the Committee.

Committee meetings typically occur prior to the meetings of the full Board of Directors. Bonus targets, bonus awards, stock option grants, Performance Unit grants, and Final Awards typically are decided at the February Committee meeting (see Timing of Awards on p. 58). Officer salaries are reviewed in February each year.

See the Compensation Discussion and Analysis on pp. 42-63 for more detail on the factors considered by the Committee in making executive compensation decisions.

The Committee reviews our talent and executive development program with senior management. These reviews are conducted periodically and focus on executive development and succession planning throughout the organization, at the Vice President level and above.

Our policy, approved by the Compensation Committee, to limit outside board participation by our officers, is shown below:

No more than 15% of the officers should be on for-profit boards at any given point in time.

No officer should be a member of more than one for-profit board.

Audit Committee Financial Expert and Auditor Rotation

The Charter of the Audit Committee provides that a member of the Audit Committee generally may not serve on the audit committee of more than two other public companies. The Board has designated Stephen G. Butler as an Audit Committee financial expert. Mr. Butler meets the independence standards for audit committee members under the NYSE Listed Company and SEC rules. The lead partner of the Company's independent registered public accounting firm is rotated at least every five years.

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Corporate Governance

Independence of Directors and Relevant Facts and Circumstances

Director Independence

A majority of the directors must be independent directors under the NYSE Listed Company rules. The NYSE rules provide that no director can qualify as independent unless the Board affirmatively determines that the director has no material relationship with the listed company. The Board has adopted the following standards in determining whether or not a director has a material relationship with the Company. These standards are contained in Ford's Corporate Governance Principles and may be found at the Company's website, www.corporate.ford.com.

Employee or Former Employee. No director who is an employee or a former employee of the Company can be independent until three years after termination of such employment.

Independent Auditor Affiliation. No director who is, or in the past three years has been, affiliated with or employed by the Company's present or former independent auditor can be independent until three years after the end of the affiliation, employment, or auditing relationship.

Interlocking Directorship. No director can be independent if he or she is, or in the past three years has been, part of an interlocking directorship in which an executive officer of the Company serves on the compensation committee of another company that employs the director.

Additional Compensation. No director can be independent if he or she is receiving, or in the last three years has received, more than \$100,000 during any 12-month period in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).

Immediate Family Members. Directors with immediate family members in the foregoing categories are subject to the same three-year restriction.

Other Relationships. The following commercial, charitable and educational relationships will not be considered to be material relationships that would impair a director's independence:

- (i) *Sales and Purchases of Products/Services.* if within the preceding three years a Ford director was an executive officer or employee of another company (or an immediate family member of the director was an executive officer of such company) that did business with Ford and either: (a) the annual sales to Ford were less than the greater of \$1 million or two percent of the total annual revenues of such company, or (b) the annual purchases from Ford were less than the greater of \$1 million or two percent of the total annual revenues of Ford, in each case for any of the three most recently completed fiscal years;
- (ii) *Indebtedness.* if within the preceding three years a Ford director was an executive officer of another company which was indebted to Ford, or to which Ford was indebted, and either: (a) the total amount of such other company's indebtedness to Ford was less than two percent of the total consolidated assets of Ford, or (b) the total amount of Ford's indebtedness to such other company was less than two percent of the total consolidated assets of such other company, in each case for any of the three most recently completed fiscal years; and
- (iii)

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Charitable Contributions. if within the preceding three years a Ford director served as an executive officer, director or trustee of a charitable or educational organization, and Ford's discretionary contributions to the organization were less than the greater of \$1 million or two percent of that organization's total annual discretionary receipts for any of the three most recently completed fiscal years. (Any matching of charitable contributions will not be included in the amount of Ford's contributions for this purpose.)

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Based on these independence standards and all of the relevant facts and circumstances, the Board determined that none of the following directors had any material relationship with the Company and, thus, are independent: Stephen G. Butler, Kimberly A. Casiano, Anthony F. Earley, Jr., Richard A. Gephardt, James P. Hackett, James H. Hance, Jr., William W. Helman IV, Jon M. Huntsman, Jr., John C. Lechleiter, Ellen R. Marram, Homer A. Neal, Gerald L. Shaheen, and John L. Thornton. Additionally, Mr. Richard A. Manoogian, who is not standing for re-election at the 2014 Annual Meeting, was determined by the Board to have had no material relationship with the Company during the time of his service and, thus, was independent.

Disclosure of Relevant Facts and Circumstances

With respect to the independent directors listed above, the Board considered the following relevant facts and circumstances in making the independence determinations:

From time to time during the past three years, Ford purchased goods and services from, sold goods and services to, or financing arrangements were provided by, various companies with which certain directors were or are affiliated either as members of such companies' boards of directors or, in the case of Messrs. Earley, Hackett, and Manoogian, as an officer of such a company or, in the case of Ms. Casiano and Gov. Huntsman, where an immediate family member serves as an officer of such a company. In addition to Messrs. Earley, Hackett, and Manoogian, Ms. Casiano and Gov. Huntsman, these directors included Mr. Gephardt, Mr. Hance, Mr. Helman, Ms. Marram, Dr. Neal, and Mr. Thornton. The Company also made donations to certain institutions with which certain directors are affiliated. These included Ms. Casiano, Mr. Earley, Mr. Gephardt, Mr. Hackett, Mr. Manoogian, and Dr. Neal. None of the relationships described above was material under the independence standards contained in our Corporate Governance Principles.

In addition, until 2011, Mr. Earley was a member of the board of United Way for Southeastern Michigan The Company and its affiliates contributed to the United Way for Southeastern Michigan amounts that exceeded the greater of \$1 million or two percent of its total annual discretionary receipts during 2011. Pursuant to the Company's Corporate Governance Principles, the independent directors listed above (excluding Mr. Earley), considering all of the relevant facts and circumstances, determined that the Company's contributions to the United Way for Southeastern Michigan, and the presence of Mr. Earley on its board, did not constitute a material relationship between Ford and Mr. Earley. Consequently, these independent directors determined Mr. Earley to be independent.

With respect to the United Way for Southeastern Michigan, the directors gave due consideration to its mission to promote the welfare and economic development of Southeastern Michigan, and the Company's history of contributions to the United Way and to the development of Michigan. The directors determined that the Company was not unduly influenced to make contributions to the United Way for Southeastern Michigan because of Mr. Earley's presence on its boards, nor was Mr. Earley unduly influenced by the contributions made by the Company to that organization.

Certain of our directors are or have been directors of Business Leaders for Michigan ("BLM"), a private, non-profit organization composed of more than 80 directors who are chairpersons, CEOs and senior executives of Michigan's largest job providers and universities. BLM's work is concentrated on developing strategy, raising awareness, advocating policy, and championing initiatives that grow Michigan's economy.

BLM is the general partner to a venture capital fund, Renaissance Venture Capital Fund ("Renaissance"), which was formed by many of Michigan's most important organizations to support the growth of venture capital in Michigan while serving as a bridge between Michigan's emerging innovation company community and its strong industrial and commercial base. In February 2008, Ford committed to invest up to \$10 million in Renaissance. No director of the Company has a financial interest, managerial, or other responsibility in Renaissance or any other fund affiliated with BLM, and therefore, under the independence guidelines established by the Board, a director's service on BLM's board does not implicate such director's independence. Consequently, absent a

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material change in circumstances, the Board will not consider the Company's commitment to Renaissance as a material fact or circumstance to be considered by the Board in determining a director's independence.

Codes of Ethics

The Company has published on its website (www.corporate.ford.com) its code of conduct handbook, which applies to all officers and employees, a code of ethics for directors, and a code of ethics for the Company's chief executive officer as well as senior financial and accounting personnel. Any waiver of, or amendments to, the codes of ethics for directors or executive officers, including the chief executive officer, the chief financial officer and the principal accounting officer, may be approved only by the Nominating and Governance Committee and any such waivers or amendments will be disclosed promptly by the Company by posting such waivers or amendments to its website. The Nominating and Governance Committee also reviews management's monitoring of compliance with the Company's Code of Conduct. Printed copies of each of the codes of ethics referred to above are also available by writing to our Shareholder Relations Department, Ford Motor Company, One American Road, Suite 1026, Dearborn, Michigan 48126-2798.

Communications with the Board and Annual Meeting Attendance

The Board has established a process by which you may send communications to the Board as a whole, or the non-employee Directors as a group, or the Presiding Independent Director. You may send communications to our Directors, including any concerns regarding Ford's accounting, internal controls, auditing, or other matters, to the following address: Board of Directors (or Presiding Independent Director or non-employee Directors as a group, as appropriate), Ford Motor Company, P.O. Box 685, Dearborn, MI 48126-0685 U.S.A. You may submit your concern anonymously or confidentially. You may also indicate whether you are a shareholder, customer, supplier, or other interested party. Communications relating to the Company's accounting, internal controls, or auditing matters will be relayed to the Audit Committee. A summary of the other communications will be relayed to the Nominating and Governance Committee. Communications will be referred to other areas of the Company for handling as appropriate under the facts and circumstances outlined in the communications. Ford will acknowledge receipt of all communications sent to the address above that disclose a return address. You may also find a description of the manner in which you can send communications to the Board on the Company's website (www.corporate.ford.com).

All members of the Board are expected to attend the annual meeting, unless unusual circumstances would prevent such attendance. Last year, of the fifteen then current members of the Board, fourteen attended the annual meeting.

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&zwsp;	Shareholder Engagement	&zwsp;
	Ford has a philosophy of engagement, communication, and transparency with shareholders, which includes:	&zwsp;
		&zwsp;
	Meeting with equity and fixed income investors during 2013, we met with equity investors at fifteen conferences and with fixed income investors at six conferences.	
		&zwsp;
	Allowing shareholders to elect to receive proxy materials electronically and supporting a related environmental preservation program. 3,980 trees have been planted as part of this program. Experts say 3,890 mature trees absorb 1 million pounds of CO ₂ annually and produce enough oxygen to support 8,000 humans.	
		&zwsp;
	Continuing our philosophy of promoting greater communications with our institutional shareholders on corporate governance issues.	
		&zwsp;
	Since our 2013 Annual Meeting we met with proxy advisory firms and a number of our largest investors to discuss our corporate governance and executive compensation practices. We found these meetings to be informative and we have incorporated many of their disclosure suggestions into this Proxy Statement.	

Beneficial Stock Ownership**Five Percent Beneficial Owners of Common Stock**

Pursuant to SEC filings, the Company was notified that as of December 31, 2013, the entities included in the table below had more than a 5% ownership interest of Ford common stock, or owned securities convertible into more than 5% ownership of Ford common stock, or owned a combination of Ford common stock and securities convertible into Ford common stock that could result in more than 5% ownership of Ford common stock.

Name of Beneficial Owner	Address of Beneficial Owner	Ford Common Stock	Percent of Outstanding Ford Common Stock	&zwsp;
State Street Corporation and certain of its affiliates*	State Street Financial Center One Lincoln Street Boston, MA 02111	392,896,976	10.1%	
&zwsp; Evercore Trust Company, N.A.	55 East 52 nd Street	227,853,886	5.88%	&zwsp;
&zwsp;	36 th Floor			&zwsp;
&zwsp;	New York, NY 10055			&zwsp;
BlackRock, Inc. and certain of its affiliates	BlackRock, Inc. 40 East 52 nd Street New York, NY 10022	201,300,822	5.2%	

*

State Street Bank and Trust Company is the trustee for Ford common stock in the Ford defined contribution plans master trust, which beneficially owns 5.9% of the common stock of Ford. In this capacity, State Street Bank and Trust Company has voting power over the shares in certain circumstances.

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Five Percent Beneficial Owners of Class B Stock

As of February 1, 2014, the persons included in the table below beneficially owned more than 5% of the outstanding Class B Stock.

Name	Address	Ford Class B Stock	Percent of Outstanding Ford Class B Stock
Lynn F. Alandt	Ford Estates, 2000 Brush, Detroit, MI 48226	6,577,159	9.28
&zwsp; Alfred B. Ford	Ford Estates, 2000 Brush, Detroit, MI 48226	3,633,790	5.13 &zwsp;
William Clay Ford*	Ford Estates, 2000 Brush, Detroit, MI 48226	6,439,538	9.09
&zwsp; David M. Hempstead, as trustee of various trusts**	Ford Estates, 2000 Brush, Detroit, MI 48226	9,526,950	13.45 &zwsp;
Voting Trust***	Ford Estates, 2000 Brush, Detroit, MI 48226	63,907,135	90.20

*
Mr. William Clay Ford passed away on March 8, 2014.

**
Mr. Hempstead disclaims beneficial ownership of these shares.

These Class B Stock shares are held in a voting trust of which Edsel B. Ford II, William Clay Ford, Jr., Benson Ford, Jr., and Alfred B. Ford are the trustees. The trust is of perpetual duration until terminated by the vote of shares representing over 50% of the participants and requires the trustees to vote the shares as directed by a plurality of the shares in the trust.

Table of Contents**Director and Executive Officer Beneficial Ownership**

The following table shows how much Ford stock each director, nominee, and Named Executive beneficially owned as of February 1, 2014. No director, nominee or executive officer, including Named Executives, beneficially owned more than 0.60% of Ford's total outstanding common stock nor did any such person beneficially own more than 0.01% of Ford common stock units as of February 1, 2014. These persons held options exercisable on or within 60 days after February 1, 2014 to buy 29,839,400 shares of Ford common stock.

Name	Ford Common Stock(1)(2)	Ford Common Stock Units(3)	Ford Class B Stock	Percent of Outstanding Ford Class B Stock
Stephen G. Butler*	6,000	120,605	0	0
Kimberly A. Casiano*	7,044	112,957	0	0
Anthony F. Earley, Jr.*	36,000	50,829	0	0
Mark Fields	3,811,454	7,998	0	0
Edsel B. Ford II*	2,940,966	123,541	5,392,430	7.61
William Clay Ford, Jr.*	8,838,878	46,044	8,247,400	11.64
Richard A. Gephart*	0	57,850	0	0
James P. Hackett*	350	3,190	0	0
James H. Hance, Jr.*	50,000	38,980	0	0
William W. Helman IV*	20,000	30,151	0	0
Joseph R. Hinrichs	895,937	798	0	0
Jon M. Huntsman, Jr.*	0	24,028	0	0
John C. Lechleiter*	2,500	4,072	0	0
Richard A. Manoogian**	103,496	121,640	0	0
Ellen R. Marram*	20,296	195,670	0	0
Alan Mulally*	23,402,976	0	0	0
Homer A. Neal*	10,588	124,933	0	0
Gerald L. Shaheen*	0	110,882	0	0
Robert L. Shanks	824,341	0	0	0
John L. Thornton*	35,352	233,618	0	0
All Directors and Executive Officers as a group (including Named Executives) (34 persons) beneficially owned 1.279% of Ford common stock or securities convertible into Ford common stock as of February 1, 2014	48,641,005	1,416,540	13,639,830	19.25%

*
Indicates Director Nominees

**
Mr. Manoogian is not standing for re-election at the 2014 Annual Meeting.

(1)
For executive officers, included in the amounts for "All Directors and Executive Officers as a group" are Restricted Stock Units issued under the 2008 Plan as long-term incentive grants in 2013 and prior years for retention and other incentive purposes.

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In addition, amounts shown include Restricted Stock Units issued under the 2008 Plan as follows: 1,285,195 units for Mr. Mulally; 58,097 units for Mr. Shanks; 346,820 units for William Clay Ford, Jr.; 278,377 units for Mr. Fields; and 175,944 units for Mr. Hinrichs.

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(2)

Included in the stock ownership shown in the table above: Edsel B. Ford II has disclaimed beneficial ownership of 61,401 shares of common stock and 32,508 shares of Class B Stock that are either held directly by his immediate family, by charitable funds which he controls or by members of his immediate family in custodial or conservatorship accounts for the benefit of other members of his immediate family. William Clay Ford, Jr., has disclaimed beneficial ownership of 118,146 shares of common stock and 340,676 shares of Class B Stock that are either held directly by members of his immediate family or by members of his immediate family in custodial accounts for the benefit of other members of his immediate family. Present directors and executive officers as a group have disclaimed beneficial ownership of a total of 179,547 shares of common stock and 373,184 shares of Class B Stock.

Also, on February 1, 2014 (or within 60 days after that date), the Named Executives and directors listed below have rights to acquire shares of common stock through the exercise of stock options under Ford's stock option plans (which amounts are included in the "Ford Common Stock" column), as follows:

&zwsp;	Number of	&zwsp;
Person	Shares	
Mark Fields	2,752,028	
&zwsp;		&zwsp;
William Clay Ford, Jr.	6,223,442	
Joseph R. Hinrichs	427,389	
&zwsp;		&zwsp;
Alan Mulally	16,147,404	
Robert L. Shanks	486,638	

Additionally, Mr. Manoogian pledged as security 100,000 shares of common stock held in a trust of which he is a trustee.

(3)

In general, these are common stock units credited under a deferred compensation plan and payable in cash and in the case of William Clay Ford, Jr., includes stock units under a benefit equalization plan.

Section 16(a) Beneficial Ownership Reporting Compliance

Based on Company records and other information, Ford believes that all SEC filing requirements applicable to its directors and executive officers were complied with for 2013 and prior years, except that, due to technical transmission difficulties, J C. Mays and Thomas K. Brown each had a report filed two days late of an exercise of stock options and related sale of shares, and an amended Form 3 was filed for James P. Hackett disclosing ownership of shares that were inadvertently omitted from the original Form 3 filing.

Certain Relationships and Related Transactions

Policy and Procedure for Review and Approval of Related Party Transactions

Business transactions between Ford and its officers or directors, including companies in which a director or officer (or an immediate family member) has a substantial ownership interest or a company where such director or officer (or an immediate family member) serves as an executive officer ("related party transactions"), are not prohibited. In fact, certain related party transactions can be beneficial to the Company and its shareholders.

It is important, however, to ensure that any related party transactions are beneficial to the Company. Accordingly, any related party transaction, regardless of amount, is submitted to the Nominating and Governance Committee in advance for review and approval. All existing related party transactions are reviewed at least annually by the Nominating and Governance Committee. The Office of the General Counsel reviews all such related party transactions, existing or proposed, prior to submission to the Nominating and Governance Committee, and our General Counsel opines on the appropriateness of each related party transaction. The Nominating and

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Governance Committee may, at its discretion, consult with outside legal counsel.

Any director or officer with an interest in a related party transaction is expected to recuse himself or herself from any consideration of the matter.

The Nominating and Governance Committee's approval of a related party transaction may encompass a series of subsequent transactions contemplated by the original approval, i.e., transactions contemplated by an ongoing business relationship occurring over a period of time. Examples include transactions in the normal course between the Company and a dealership owned by a director or an executive officer (or an immediate family member thereof), transactions in the normal course between the Company and financial institutions with which a director or officer may be associated, and the ongoing issuances of purchase orders or releases against a blanket purchase order made in the normal course by the Company to a business with which a director or officer may be associated. In such instances, any such approval shall require that the Company make all decisions with respect to such ongoing business relationship in accordance with existing policies and procedures applicable to non-related party transactions (e.g., Company purchasing policies governing awards of business to suppliers, etc.).

In all cases, a director or officer with an interest in a related party transaction may not attempt to influence Company personnel in making any decision with respect to the transaction.

Related Party Transactions

Since January 1993, Ford has had a consulting agreement with William Clay Ford. Under this agreement, Mr. Ford was available for consultation, representation, and other duties. For these services, Ford paid him \$100,000 per year and provided facilities (including office space), an administrative assistant, and security arrangements. Mr. Ford passed away on March 8, 2014.

In February 2002, Ford entered into a Stadium Naming and License Agreement with The Detroit Lions, Inc. (the "Lions"), pursuant to which we acquired for \$50 million, paid by us in 2002, the naming rights to a new domed stadium located in downtown Detroit at which the Lions began playing their home games during the 2002 National Football League season. We named the stadium "Ford Field." The term of the naming rights agreement is 25 years, which commenced with the 2002 National Football League season. Benefits to Ford under the naming rights agreement include exclusive exterior entrance signage and predominant interior promotional signage. In June 2005, the naming rights agreement was amended to provide for expanded Ford exposure on and around the exterior of the stadium, including the rooftop, in exchange for approximately \$6.65 million to be paid in installments over the following ten years, of which \$564,933 was paid during 2013. Beginning in 2005, the Company also agreed to provide to the Lions, at no cost, eight new model year Ford, Lincoln or Mercury brand vehicles manufactured by Ford in North America for use by the management and staff of Ford Field and the Lions and to replace such vehicles in each second successive year, for the remainder of the naming rights agreement. The cost incurred during 2013 was \$29,070. William Clay Ford was the majority owner of the Lions. In addition, William Clay Ford, Jr., is one of five minority owners and is a director and officer of the Lions.

Paul Alandt, Lynn F. Alandt's husband, owns two Ford-franchised dealerships and a Lincoln-franchised dealership. In 2013, the dealerships paid Ford about \$140.9 million for products and services in the ordinary course of business. In turn, Ford paid the dealerships about \$22.5 million for services in the ordinary course of business. Also in 2013, Ford Motor Credit Company LLC, a wholly-owned entity of Ford, provided about \$216.6 million of financing to dealerships owned by Mr. Alandt and paid \$1.3 million to them in the ordinary course of business. The dealerships paid Ford Credit about \$207.9 million in the ordinary course of business. Additionally in 2013, Ford Credit purchased retail installment sales contracts and Red Carpet Leases from the dealerships in amounts of about \$17.8 million and \$82.0 million, respectively.

In March 2001, Marketing Associates, LLC, an entity in which Edsel B. Ford II has a majority interest, acquired all of the assets of the Marketing Associates Division of Lason Systems, Inc. Before the acquisition, the Marketing Associates Division of Lason

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Systems, Inc. provided various marketing and related services to the Company and this continued following the acquisition. In 2013, the Company paid Marketing Associates, LLC approximately \$35.0 million for marketing and related services provided in the ordinary course of business.

Pursuant to SEC filings, the Company was notified that as of December 31, 2013, State Street Corporation, and its affiliate State Street Bank and Trust Company, State Street Financial Center, One Lincoln Street, Boston, MA 02111, owned 10.1% of our common stock. During 2013, the Company paid State Street Corporation and its affiliates approximately \$7.65 million in the ordinary course of business.

Pursuant to SEC filings, the Company was notified that as of December 31, 2013, Evercore Trust Company, N.A., 55 East 52nd Street, 36th Floor, New York, NY 10055, owned approximately 5.88% of the Company's common stock. During 2013, the Company paid Evercore Trust Company, N.A. approximately \$1.2 million in the ordinary course of business.

Pursuant to SEC filings, the Company was notified that as of December 31, 2013, BlackRock, Inc., 40 East 52nd Street, New York, NY 10022, owned approximately 5.2% of the Company's common stock. During 2013, the Company paid BlackRock, Inc. approximately \$10.0 million in the ordinary course of business.

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Proposal 1. Election of Directors

Identification of Directors

The Charter of the Nominating and Governance Committee provides that the Committee conducts all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates as directors. The Committee identifies candidates through a variety of means, including search firms, recommendations from members of the Committee and the Board, including the Executive Chairman and the President and CEO, and suggestions from Company management. The Committee has the sole authority to retain and terminate any search firm to be used to assist it in identifying and evaluating candidates to serve as directors of the Company. The Company on behalf of the Committee has paid fees to third-party firms to assist the Committee in the identification and evaluation of potential Board members.

Our newest directors are James P. Hackett and John C. Lechleiter, both of whom were identified and proposed to the Committee by different independent directors. Mr. Hackett and Dr. Lechleiter were selected from among several names submitted by directors and following a review by a search firm. Mr. Hackett and Dr. Lechleiter were interviewed prior to their elections by the Chair of the Committee, the Chairman, and the President and CEO, and certain other Board members. Upon recommendation of the Committee, Mr. Hackett and Dr. Lechleiter were elected to the Board on September 11, 2013, with Mr. Hackett's election effective on that date and Dr. Lechleiter's election becoming effective on October 1, 2013.

Sixteen directors will be elected at this year's annual meeting. Each director will serve until the next annual meeting or until he or she is succeeded by another qualified director who has been elected.

We will vote your shares as you specify when providing your proxy. If you do not specify how you want your shares voted when you provide your proxy, we will vote them *for the election of all of the nominees listed below*. If unforeseen circumstances (such as death or disability) make it necessary for the Board of Directors to substitute another person for any of the nominees, we will vote your shares for that other person.

Qualifications Considered for Nominees

Because Ford is a large and complex company, the Nominating and Governance Committee considers numerous qualifications when considering candidates for the Board. In addition to the qualifications listed below, among the most important qualities directors should possess are the highest personal and professional ethical standards, integrity, and values. They should be committed to representing the long-term interests of all of the shareholders. Directors must also have practical wisdom and mature judgment. Directors must be objective and inquisitive. Ford recognizes the value of diversity and we endeavor to have a diverse Board, with experience in business, international operations, finance, manufacturing and product development, marketing and sales, government, education and technology, and in areas that are relevant to the Company's global activities. The biographies of the nominees show that, taken as a whole, the current slate of director nominees possesses these qualifications. Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively, including making themselves available for consultation outside of regularly scheduled Board meetings, and should be committed to serve on the Board for an extended period of time. Directors should also be prepared to offer their resignation in the event of any significant change in their personal circumstances that could affect the discharge of their responsibilities as directors of the Company, including a change in their principal job responsibilities.

Each of the nominees for director is now a member of the Board of Directors, which met nine times during 2013. Each of the nominees for director attended at least 75% of the combined Board and committee meetings held during the periods served by such nominee in 2013. The nominees provided the following information about themselves as of February 1, 2014. Additionally, for each director nominee we have disclosed the particular experience, qualifications, attributes, or skills that led the Board to conclude that the nominee should serve as a director.

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Principal Occupation: Retired Chairman and Chief Executive Officer, KPMG, LLP

Recent Business Experience: Mr. Butler served as Chairman and CEO of KPMG, LLP from 1996 until his retirement on June 30, 2002. Mr. Butler held a variety of management positions, both in the United States and internationally, during his 33-year career at KPMG.

Current Public Company Directorships: ConAgra Foods, Inc.

Public Company Directorships Within the Past Five Years: Cooper Industries, PLC

Stephen G. Butler
Age: 66
Director Since: 2004
Independent
Committees:
Audit (Chair)
Nominating and
Governance

Reasons for Nomination: The Board believes Mr. Butler's extensive experience in the accounting profession, both in the United States and internationally, as well as his executive experience as Chairman and CEO of KPMG for several years, provide Ford with financial expertise and risk management skills that have been instrumental in guiding the Company through its restructuring and that will be equally important as the Company grows. As Chair of the Audit Committee and its designated financial expert, Mr. Butler continues to add significant value to the goal of improving our balance sheet while fulfilling our financial reporting obligations accurately and transparently.

Principal Occupation: President, Kimberly Casiano & Associates, San Juan, Puerto Rico

Recent Business Experience: On January 1, 2010, Ms. Casiano established Kimberly Casiano & Associates, where she is President. The firm provides advisory services in marketing, recruiting, communications, advocacy, and diversity to target the U.S. Hispanic market, the Caribbean, and Latin America. From 1994 until December 31, 2009, Ms. Casiano was President and Chief Operating Officer of Casiano Communications, a publishing and direct marketing company. From 1987 to 1994, she held a number of management positions within Casiano Communications in the periodicals and magazines and the bilingual direct marketing and call center divisions of the company. Ms. Casiano is a member of the Board of Directors of Mutual of America, Scotiabank of Puerto Rico, and the Hispanic Scholarship Fund.

Kimberly A. Casiano
Age: 56
Director Since: 2003
Independent
Committees:
Audit
Nominating and
Governance
Sustainability

Current Public Company Directorships: Mead Johnson Nutrition Company

Reasons for Nomination: The Board believes that Ms. Casiano's experience as President and COO of Casiano Communications and her current position as President of Kimberly Casiano & Associates provides the Company with unique insight into marketing and sales, particularly regarding the U.S. Hispanic community and Latin America. Ms. Casiano provides Ford with valuable insight in developing communications, marketing and sales strategies for Latin America and our emerging markets as we grow our market share profitably.

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Anthony F. Earley, Jr.
Age: 64
Director Since: 2009
Independent
Committees:
Compensation
Nominating and
Governance
Sustainability

Principal Occupation: Chairman, Chief Executive Officer & President, PG&E Corp., San Francisco, California

Recent Business Experience: Mr. Earley became Chairman, Chief Executive Officer and President of PG&E Corporation in September 2011. Previously, Mr. Earley was Executive Chairman of DTE Energy since October 2010. He had been Chairman and Chief Executive Officer of DTE Energy since 1998. Mr. Earley joined DTE Energy in 1994 as President and Chief Operating Officer. Prior to that time, Mr. Earley served as President and Chief Operating Officer of the Long Island Lighting Company, an electric and gas utility in New York. Mr. Earley is a director of the Nuclear Energy Institute, the Edison Electric Institute, and the Business Roundtable. Mr. Earley also has served on the boards of numerous charitable and civic organizations, including United Way of the Bay Area, the Bay Area Council, San Francisco Committee on Jobs, and the Exploratorium. He served as an officer in the United States Navy nuclear submarine program where he was qualified as a chief engineer officer.

Current Public Company Directorships: PG&E Corporation

Public Company Directorships Within the Past Five Years: Comerica, Inc.; Masco Corp.; and DTE Energy

Reasons for Nomination: The Board believes that, as Ford continues to develop hybrid and electric vehicles, Mr. Earley's experience as Chairman, CEO and President of PG&E Corp., his leadership positions in the electric and nuclear industries, and his experience as a U.S. Navy officer, provide Ford with a uniquely qualified individual who can assist in the development of vehicles our customers want and value. In addition, Mr. Earley is able to provide valuable advice regarding the development of the electrical infrastructure needed to assist in the widespread acceptance of electric vehicles. As the Chairman and CEO of PG&E Corp., and formerly at DTE Energy, Mr. Earley also possesses significant leadership and general management expertise.

Principal Occupation: Director and Consultant, Ford Motor Company

Recent Business Experience: Mr. Ford is a retired Vice President of Ford Motor Company and former President and Chief Operating Officer of Ford Motor Credit Company. He presently serves as a consultant to the Company.

Current Public Company Directorships: International Speedway Corporation

Reasons for Nomination: The Board believes that Mr. Ford brings a deep knowledge of Ford's business to Board deliberations through his experience as President and COO of Ford Motor Credit Company, as well as his role as consultant to the Company. Mr. Ford also adds significant value in various stakeholder relationships, including relationships with dealers, non-government organizations, employees, and the communities in which Ford has a significant presence. Mr. Ford's life-long affiliation with the Company provides the Board with a unique historical perspective and a focus on the long-term interests of the Company.

Edsel B. Ford II
Age: 65
Director Since: 1988
Committees:
Finance
Sustainability

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Principal Occupation: Executive Chairman and Chairman of the Board of Directors, Ford Motor Company

Recent Business Experience: Mr. Ford has held a number of management positions within Ford, including Vice President Commercial Truck Vehicle Center. From 1995 until October 30, 2001, Mr. Ford was Chair of the Finance Committee. Effective January 1, 1999, he was elected Chairman of the Board of Directors and effective October 30, 2001, he was elected Chief Executive Officer of the Company. Mr. Ford became Executive Chairman of the Company on September 1, 2006 and is the current Chair of the Finance Committee. Mr. Ford also is Vice Chairman of The Detroit Lions, Inc., Chairman of the Detroit Economic Club, and trustee of The Henry Ford. He also is a member of the boards of Business Leaders for Michigan and the Henry Ford Health System.

William Clay Ford, Jr.

Age: 56

Director Since: 1988

Committees:

**Finance (Chair)
Sustainability**

Current Public Company Directorships: eBay Inc.

Reasons for Nomination: The Board believes that Mr. Ford's extensive experience in various executive positions, service as CEO, and present service as Executive Chairman, provides the Board with unique insight regarding Company-wide issues. This experience, as well as in his role as Chairman of the Board, assist the Board in developing its long-term strategy, while his life-long affiliation with the Company reinforces the long-term interests of Ford and its shareholders. Mr. Ford's knowledge and experience also add significant value to the Company's relationship with its various stakeholders.

Principal Occupation: President and Chief Executive Officer, Gephardt Group, Atlanta, Georgia

Recent Business Experience: Mr. Gephardt has been President and Chief Executive Officer since 2005 of Gephardt Group, LLC, a multi-disciplined consulting firm. He also served as Strategic Advisor for the Government Affairs practice group of DLA Piper, one of the world's largest legal services providers, and as a consultant to Goldman, Sachs & Co. Mr. Gephardt is the former Majority Leader of the U.S. House of Representatives and served 14 terms in Congress from 1976 until January 2005. While in Congress, he served on the Budget Committee and on the Ways and Means Committee. Mr. Gephardt was elected Chairman of the House Democratic Caucus in 1984; and he served as majority leader from 1989 to 1994. In 1994, he was elected House Democratic Leader, the top Democratic leadership position in the House. Mr. Gephardt also served as minority leader from 1995 to 2003.

Richard A. Gephardt

Age: 73

Director Since: 2009

Independent

Committees:

**Nominating and
Governance
Sustainability**

Current Public Company Directorships: Centene Corporation; CenturyLink; Spirit Aerosystems Holding, Incorporated; and United States Steel Corporation

Public Company Directorships Within the Past Five Years: Dana Holding Corporation

Reasons for Nomination: The Board believes that Mr. Gephardt's distinguished career in public service provides the Board with important insight into the many government relations and international issues affecting Ford. His service on the House of Representatives Budget and Ways and Means Committees assists in matters important to building a strong balance sheet. Also, Mr. Gephardt's experience in business consulting provides Ford with unique knowledge of business challenges across a broad spectrum of industries.

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James P. Hackett
Age: 59
Director Since: 2013
Committees:
 Nominating and
 Governance
 Sustainability

Principal Occupation: Vice Chair, Steelcase Inc., Grand Rapids, Michigan

Recent Business Experience: Mr. Hackett is Vice Chair of Steelcase Inc., the global leader in the office furniture industry. On March 1, 2014, Mr. Hackett retired as Chief Executive Officer of Steelcase Inc. He was named President and Chief Executive Officer of Steelcase in December 1994 overseeing all domestic and international operations. Previously, Mr. Hackett served as Executive Vice President and Chief Operating Officer of Steelcase North America, since August 1994. In April 1994, Mr. Hackett was named Executive Vice President of Steelcase Ventures and was responsible for the development of products for non-contract furniture customers and developing new company opportunities. In August 1993, he was named President of Turnstone, a Steelcase company created to meet the office furnishing needs of small businesses and home offices. In 1990, Mr. Hackett was named Steelcase's Senior Vice President of sales and marketing. Mr. Hackett also serves on the board of directors for Northwestern Mutual Life. He is a member of the executive committee of the Board of Directors for the National Center for Arts and Technology, as well as the Boards of Advisors to the Gerald R. Ford School of Public Policy and the Life Sciences Institute at the University of Michigan.

Current Public Company Directorships: Steelcase Inc. and Fifth Third Bancorp

Reasons for Nomination: As CEO of Steelcase Inc., Mr. Hackett brings experience in lean international manufacturing and innovative product development expertise to Board deliberations. Combined with his experience in marketing and sales, Mr. Hackett provides Ford with valuable insight in developing and marketing products that our customers want and value. In addition, Mr. Hackett's experience in the financial services industry adds significant value to discussions regarding financing our plan and Ford Credit finance matters.

Principal Occupation: Operating Executive, Carlyle Group, New York, New York

Recent Business Experience: Mr. Hance is the former Chief Financial Officer and former Vice Chairman and member of the board of Bank of America, where he retired in 2005 after 18 years with the company. A certified public accountant, Mr. Hance spent 17 years with Price Waterhouse (now PricewaterhouseCoopers) in Philadelphia and Charlotte. From August 1985 until December 1986, he was chairman and co-owner of Consolidated Coin Caterers Corp. In March 1987, Mr. Hance joined NCNB, a predecessor to Bank of America. Mr. Hance also is a trustee of Washington University in St. Louis and Johnson & Wales University, based in Providence, R.I. Mr. Hance was the non-Executive Chairman of the Board of Sprint Nextel Corp. and is currently an operating executive with the Carlyle Group.

James H. Hance, Jr.
Age: 69
Director Since: 2010
Independent
Committees:
 Audit
 Finance
 Nominating and
 Governance

Current Public Company Directorships: Cousins Properties Inc.; Duke Energy Corp.; and The Carlyle Group

Public Company Directorships Within the Past Five Years: Rayonier, Inc.; Sprint Nextel Corp.; Carlyle Capital Corporation; and Morgan Stanley Corp.

Reasons for Nomination: The Board believes that Mr. Hance's extensive experience in the banking industry brings financial expertise to deliberations regarding the Company's balance sheet and liquidity. In addition, Mr. Hance's CPA background, his experience as a Chief Financial Officer, and his tenure as Vice Chairman of Bank of America, provide the Board with another experienced point of view in accounting, Audit Committee, and general risk management matters.

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Principal Occupation: Partner, Greylock Partners, Cambridge, Massachusetts

Recent Business Experience: Mr. Helman joined Greylock Partners in 1984. Greylock is a venture capital firm focused on early stage investments in technology, consumer Internet, and healthcare. Mr. Helman led Greylock's investments in Millennium Pharmaceuticals, Hyperion, Vertex Pharmaceuticals, Zipcar, Inc., and UPromise, among others. In addition, Mr. Helman serves on the Board of Trustees of Dartmouth College and on the board of Harvard Management Company. He is on the board of the Isabella Stewart Gardner Museum, the Steppingstone Foundation, the Dartmouth-Hitchcock Hospital, and is a member of the Harvard Medical School Board of Fellows.

William W. Helman IV

Age: 55

Director Since: 2011

Independent

Committees:

Finance

Nominating and

Governance

Sustainability

Public Company Directorships Within the Past Five Years: Zipcar, Inc.

Reasons for Nomination: The Board believes that Mr. Helman's experience as a venture capitalist in the technology, consumer internet, and healthcare industries brings a unique perspective to Board deliberations concerning new technology investments, social media marketing, and dealing effectively with healthcare issues. These issues are becoming increasingly important as the auto industry adopts new technologies, develops solutions to personal mobility challenges, adapts to new social media techniques, and the country fully implements new federal healthcare legislation.

Principal Occupation: Chairman of the Huntsman Cancer Foundation, Salt Lake City, Utah

Recent Business Experience: Governor Huntsman was appointed Chairman of the Huntsman Cancer Foundation on January 26, 2012. He was U.S. Trade Ambassador and most recently Ambassador to China from August 2009 until April 2011. Prior to that, Gov. Huntsman was twice elected Governor of Utah from 2005 to 2009. He began his public service career as a White House staff assistant to President Ronald Reagan and has since included appointments as Deputy Assistant Secretary of Commerce for Asia, U.S. Ambassador to Singapore, and Deputy U.S. Trade Representative. Gov. Huntsman serves on the boards of the U.S. Naval Academy Foundation and the University of Pennsylvania. In addition he serves as a distinguished fellow at the Brookings Institute, a trustee of the Carnegie Endowment for International Peace, a trustee of the Reagan Presidential Foundation, and Chairman of the Board of the Atlantic Council of the United States.

Jon M. Huntsman, Jr.

Age: 53

Director Since: February 2012

Independent

Committees:

Compensation

Nominating and

Governance

Sustainability

Current Public Company Directorships: Huntsman Corporation; Caterpillar, Inc.; and Chevron Corporation

Reasons for Nomination: The Board believes that Gov. Huntsman brings a wealth of experience in the Asia Pacific region, where the Company intends to grow significantly in the coming years. Gov. Huntsman's knowledge and expertise will assist the Board in its deliberations concerning the expansion of Ford's business in this growth region. In addition, Gov. Huntsman's extensive experience in government service provides the Board with unique insight of government relations at the state, federal, and international levels.

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Proposal 1. Election of Directors

Principal Occupation: Chairman, President and Chief Executive Officer, Eli Lilly and Company, Indianapolis, Indiana

Recent Business Experience: Dr. Lechleiter has served as President and Chief Executive Office of Eli Lilly and Company since April 1, 2008 and as Chairman of the Board of Directors since January 1, 2009. In 2005, he was named President and Chief Operating Officer and joined the Board of Directors. In 2004, Dr. Lechleiter became Eli Lilly's Executive Vice President for pharmaceutical operations. In 2001, Dr. Lechleiter was appointed Executive Vice President for pharmaceutical products and corporate development. Dr. Lechleiter became Senior Vice President of pharmaceutical products in 1998, was named Vice President for development and regulatory affairs in 1996, and was appointed Vice President of regulatory affairs in 1994. He was named Executive Director of pharmaceutical product development in 1991 and became a Vice President in 1993. Dr. Lechleiter is a member of the American Chemical Society and Business Roundtable. He also serves on the board of the Pharmaceutical Research and Manufacturers of America, as President of the International Federation of Pharmaceutical Manufacturers & Associations, as chairman of the U.S. Japan Business Council, and on the boards of United Way Worldwide, Xavier University (Cincinnati, Ohio), Life Sciences Foundation, and the Central Indiana Corporate Partnership.

John C. Lechleiter

Age: 61

Director Since: 2013

Committees:

Compensation

Nominating and

Governance

Current Public Company Directorships: Eli Lilly and Company and Nike, Inc.

Reasons for Nomination: The Board believes that Dr. Lechleiter's extensive experience in the highly regulated pharmaceutical field will assist the Board as the Company adapts to an increasingly complex regulatory environment. Additionally, Dr. Lechleiter's experience as the CEO of a multi-national company and his knowledge of science, marketing, management and international business will aid the Board in its deliberations, especially as Ford seeks to expand its market share in regions outside North America.

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Ellen R. Marram
Age: 66
Director Since: 1988
Presiding Independent
Director
Committees:
Compensation
Nominating and
Governance
Sustainability

Principal Occupation: President, The Barnegat Group, LLC, New York, New York

Recent Business Experience: Ms. Marram is President of the Barnegat Group, LLC, a business advisory firm. From September 2000 through December 2005, Ms. Marram was Managing Director of North Castle Partners, LLC, a private equity firm. Ms. Marram previously served as President and CEO of Tropicana Beverage Group from September 1997 until November 1998, and had previously served as President of the Group, as well as Executive Vice President of The Seagram Company Ltd. and Joseph E. Seagram & Sons, Inc. Before joining Seagram in 1993, she served as President and CEO of Nabisco Biscuit Company and Senior Vice President of the Nabisco Foods Group from June 1988 until April 1993. Ms. Marram is a member of the board of Newman's Own, Inc., a trustee of Wellesley College, an Advisor Emeritus to Deutsche Bank NA, and serves on a number of non-profit boards, including Institute for the Future, New York Presbyterian Hospital, and the Lincoln Center Theater.

Current Public Company Directorships: The New York Times Company and Eli Lilly and Company

Reasons for Nomination: The Board believes that Ms. Marram's general management and marketing experience in managing well-known consumer brands adds significant expertise to Ford's focus on strengthening our core brands. Additionally, Ms. Marram's experience in advising companies provides her with multiple perspectives on successful strategies across a variety of businesses. Ms. Marram also brings a keen understanding of corporate governance matters to her position as Presiding Independent Director.

Principal Occupation: President and Chief Executive Officer, Ford Motor Company

Recent Business Experience: Mr. Mulally was elected President and Chief Executive Officer of Ford effective September 1, 2006. Since March 2001, Mr. Mulally had been Executive Vice President of the Boeing Company and President and Chief Executive Officer of Boeing Commercial Airplanes. He also was a member of the Boeing Executive Council. Prior to that time, Mr. Mulally served as President of Boeing's space and defense business. Mr. Mulally has served as co-chair of the Washington Competitiveness Council, and has sat on the advisory boards of NASA, the University of Washington, the University of Kansas, the Massachusetts Institute of Technology, and the U.S. Air Force Scientific Advisory Board. He is a member of the U.S. National Academy of Engineering and a fellow of England's Royal Academy of Engineering.

Alan Mulally
Age: 68
Director Since: 2006
Committees:
Finance

Reasons for Nomination: As Ford's President and CEO, the Board believes that Mr. Mulally continues to provide the strategic and management leadership necessary to create an exciting viable Ford delivering profitable growth for all. Mr. Mulally has led the successful implementation of the ONE Ford Plan and developed a global leadership team that works together effectively. He has institutionalized the Creating Value Roadmap Process as Ford's primary risk management tool. The Board believes that Mr. Mulally's leadership skills will continue to create value for Ford and our stakeholders.

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Principal Occupation: Director, ATLAS Project, Professor of Physics, Interim President Emeritus, and Vice President for Research Emeritus, University of Michigan, Ann Arbor, Michigan

Recent Business Experience: Dr. Neal is Director, University of Michigan ATLAS Project, Samuel A. Goudsmit Distinguished Professor of Physics, Interim President Emeritus and Vice President for Research Emeritus at the University of Michigan. He joined the University as Chairman of its Physics Department in 1987 and in 1993 was named University Vice President of Research. Dr. Neal served as Interim President of the University of Michigan from July 1, 1996 to February 1, 1997. He has served as a member of the U.S. National Science Board, the Advisory Board of the Oak Ridge National Laboratory, as trustee of the Center for Strategic and International Studies, as a member of the Board of Regents of the Smithsonian Institution and as a member of the Advisory Board for the Lawrence Berkeley National Laboratory. He has also been a member of the Board of Physics and Astronomy of the National Research Council and has served as Chair of the Physics Advisory Council of the National Science Foundation. Dr. Neal currently is a member of the Board of Trustees of the Richard Lounsbery Foundation and a member of the Council of the Smithsonian National Museum of African American History and Culture. His research area is high energy physics and he is presently involved in the major ATLAS experiment at the European Organization for Nuclear Research in Geneva, Switzerland.

Homer A. Neal
Age: 71
Director Since: 1997
Independent
Committees:
Finance
Nominating and
Governance
Sustainability (Chair)

Reasons for Nomination: The Board believes that Dr. Neal's vast experience and knowledge in the field of science brings a unique skill to the Board. Dr. Neal's expertise has assisted our intellectual property management process through his presence on the Ford Board of Directors and on the Board of Managers of Ford Global Technologies, LLC. Additionally, as Chair of the Sustainability Committee, he continues to apply his unique scientific knowledge to the development and implementation of Ford's long-term sustainability strategy.

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Principal Occupation: Retired Group President, Caterpillar, Inc., Peoria, Illinois

Recent Business Experience: Mr. Shaheen was appointed Group President of Caterpillar in November 1998 and had responsibility for the design, development and production of the company's large construction and mining equipment, as well as marketing and sales operations in North America, Caterpillar's components business, and its research and development division. Mr. Shaheen joined Caterpillar in 1967 and held a variety of management positions. He retired from Caterpillar effective February 1, 2008. Mr. Shaheen is a board member and past chairman of the U.S. Chamber of Commerce, a board member of the MS Society of Greater Illinois, Chairman of the Illinois Neurological Institute, and member of the Board of Trustees of Bradley University.

Gerald L. Shaheen

Age: 69

Director Since: 2007

**Independent
Committees:**

Audit

Nominating and

Governance (Chair)

Current Public Company Directorships: AGCO Corporation

Reasons for Nomination: The Board believes that Mr. Shaheen's extensive experience as a Group President at Caterpillar adds a depth of manufacturing and general management knowledge that is beneficial for an automobile manufacturer. His knowledge of marketing and sales, as well as experience in research and development, related to the manufacture and sale of products in a capital and labor intensive industry, provide valuable insight into Ford's efforts to build products our customers want and value.

Principal Occupation: Professor and Director, Global Leadership Program at the Tsinghua University School of Economics and Management, Beijing, China

Recent Business Experience: Mr. Thornton also serves as Co-Chairman of Barrick Gold Corporation, Chairman of the Board of Trustees of the Brookings Institution, advisory board member of China Investment Corporation (CIC) and advisory board member of China Securities Regulatory Commission. Mr. Thornton retired as President and Director of The Goldman Sachs Group, Inc. in 2003.

Current Public Company Directorships: China Unicom (Hong Kong) Limited and Barrick Gold Corporation

John L. Thornton

Age: 60

Director Since: 1996

**Independent
Committees:**

Compensation

Finance

Nominating and

Governance

Public Company Directorships Within the Past Five Years: Intel, Inc.; News Corporation; and HSBC Holdings, plc.

Reasons for Nomination: The Board believes that Mr. Thornton's extensive experience in corporate finance matters is critical to achieving the ONE Ford goals of financing our plan, improving our balance sheet, and creating profitable growth for all. Also, Mr. Thornton's extensive knowledge of international business, especially in China, brings to the Board valuable insight into what has become one of the world's most important automotive growth markets.

