



Ford Motor Company

F NYSE

Auto / Truck Manufacturers

Market Capitalization USD:

\$36,744.34 mm

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Alan Mulally

Age: 66

CEO Since: 2006

	2009	2010	2011
Base Salary	\$1,400,003	\$1,400,000	\$2,000,000
Discretionary Bonus	\$0	\$3,150,000	\$1,820,000
Annual Cash Incentive	\$0	\$6,300,000	\$3,640,000
Benefits and Perquisites	\$491,869	\$678,029	\$612,587
TOTAL ANNUAL COMPENSATION	\$1,891,872	\$11,528,029	\$8,072,587
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$5,050,000	\$7,499,993	\$7,499,992
Stock Awards	\$10,974,782	\$7,492,493	\$13,924,993
TOTAL COMPENSATION	\$17,916,654	\$26,520,515	\$29,497,572
Median of Other Named Executive Officers Total Compensation	\$7,123,533	\$12,348,243	\$9,083,126
Value Realized on Exercise of Stock Option	\$0	\$0	\$1,742,500
Value Realized on Vesting of Stock	\$1,448,000	\$9,297,990	\$58,432,615
TOTAL REALIZED EQUITY COMPENSATION	\$1,448,000	\$9,297,990	\$60,175,115

Proxy Date: 30 Mar 2012

Annual Meeting Date: 10 May 2012

Equity Reserves: 8.56%

Stock Option Run Rate: 0.33%

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Performance Comparison

■ S&P500 ■ Industry ■ F



Peer Comparisons (TRBC) = Cyclical Consumer Goods / Services

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
F	Ford Motor Company	\$17,916,654	\$26,520,515	\$29,497,572	\$36,744,343,848
NKE	NIKE, Inc.	\$7,306,694	\$13,118,834		\$39,930,776,062
DTV	DIRECTV	\$6,070,610	\$32,932,618	\$5,937,078	\$31,207,384,346
SBUX	Starbucks Corporation	\$12,109,792	\$21,733,013	\$16,079,480	\$27,822,069,000
LVS	Las Vegas Sands Corp.	\$5,575,149	\$11,356,866		\$27,994,897,767
ATVI	Activision Blizzard, Inc.	\$3,151,008	\$5,597,310		\$13,599,500,189
TJX	TJX Companies, Inc. (The)	\$8,719,072	\$17,362,112		\$21,483,789,933

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

General Motors, Chrysler, 3M, ConocoPhillips, General Electric, Lockheed Martin, Alcoa, Dow Chemical, Hewlett-Packard, PepsiCo, Boeing, DuPont, Honeywell, Pfizer, Caterpillar, ExxonMobil, IBM, United Technologies, Chevron, General Dynamics, Johnson & Johnson, Valero.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Richard A. Manooqian	Chairman	75	Male	11	Outside Related
Anthony F. Earlev	Member	62	Male	3	Outside
Ellen R. Marram	Member	65	Female	24	Outside Related
John L. Thornton	Member	58	Male	16	Outside Related

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