THORNTON JOHN L Form 4

July 02, 2009 **FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * THORNTON JOHN L

(First)

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OIL (TOT (JOIL) L

FORD MOTOR CO [F]

3. Date of Earliest Transaction

(Month/Day/Year) 06/30/2009

_X__ Director ______ 10% Owner _____ Officer (give title _____ Other (specify

JL THORNTON AND CO., 712 FIFTH AVENUE

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person ___ Form filed by More than One Reporting

Person

below)

NEW YORK, NY 10019

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. To Security (Mo (Instr. 3)

Security

or Exercise

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any

(Month/Day/Year)

(Middle)

3. 4. Securities
TransactionAcquired (A) or
Code Disposed of (D)
(Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4)

(A) or Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 2. 3. Transaction Date 3A. Deemed 4. Derivative Conversion (Month/Day/Year) Execution Date, if Transactio

4. 5. Number 6. Date Exercisable and Transaction Derivative Expiration Date

7. Title and Amount of 8. Pric Underlying Securities Deriva (Instr. 3 and 4) Securities

any Code Securities (Month/Day/Year) (Instr. 3 and 4) Securit

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(Instr. 3)	Price of Derivative Security	(Month/Day/Ye	ar) (Instr. 8)	Acquire (A) or Dispose (D) (Instr. 3 and 5)	ed of	of			(Instr.	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Ford Stock Units	(1)	06/30/2009	A <u>(1)</u>	2,495		<u>(1)</u>	<u>(1)</u>	Common Stock, \$0.01 par value	2,495	\$ 6.01

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
THORNTON JOHN L JL THORNTON AND CO. 712 FIFTH AVENUE NEW YORK, NY 10019	X						

Signatures

/s/ Jerome F. Zaremba, Attorney-in-Fact 07/02/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- These Ford Stock Units were credited to my account by the Company at the crediting price shown above under the Company's Deferred Compensation Plan for Non-Employee Directors. In general, these Ford Stock Units will be converted and distributed to me, without payment, in cash, on January 10th of the year following termination of Board service, based upon the then current market value of a share of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2