BROWN THOMAS K

Form 4

March 09, 2010

FORM 4

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

OMB

Check this box if no longer

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BROWN THOMAS K			2. Issuer Name and Ticker or Trading Symbol FORD MOTOR CO [F]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
FORD MOTOR COMPANY, ONE AMERICAN ROAD		ANY, ONE	(Month/Day/Year) 03/05/2010	Director 10% Owner _X Officer (give title Other (specify below) Group Vice President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
DEARBORN, MI 48126			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

	Tuble 1 Tron Bettvative Securities Required, Disposed of, of Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	n Date 2A. Deemed Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock, \$0.01 par value	03/05/2010		M <u>(1)</u>	32,543	A	(1)	78,866	D		
Common Stock, \$0.01 par value	03/05/2010		F(2)	13,278	D	\$ 13	65,588	D		
Common Stock, \$0.01 par value							412	I	By Company Plan	

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e Expiration Date (Month/Day/Year) (A) sed of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Ford Stock Units	(1)	03/05/2010		M <u>(1)</u>	32,543	<u>(1)</u>	<u>(1)</u>	Common Stock, \$0.01 par value	32,543	

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

BROWN THOMAS K FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126

Group Vice President

Signatures

Jerome F. Zaremba, 03/09/2010 Attorney-in-Fact

**Signature of Reporting Person

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).
- The reported transaction involved the conversion, without payment by me, of Ford Stock Units into shares of Common Stock under the **(1)** Company's 1998 Long-Term Incentive Plan.
- These shares were withheld by the Company to cover my income tax liability relating to a grant to me of Common Stock under the Company's 1998 Long-Term Incentive Plan.

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.

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