

FORD WILLIAM CLAY JR  
 Form 4  
 August 06, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FORD WILLIAM CLAY JR**

(Last) (First) (Middle)

**FORD MOTOR COMPANY, ONE AMERICAN ROAD**

(Street)

**DEARBORN, MI 48126**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**FORD MOTOR CO [F]**

3. Date of Earliest Transaction (Month/Day/Year)  
**08/05/2010**

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Exec. Chairman and Chairman

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value	08/05/2010		C <sup>(1)</sup>		750,000 <sup>(1)</sup>	D	\$ 4,206,971
Common Stock, \$0.01 par value	08/05/2010		S		1,755,000	D	\$ 12.95 <sup>(2)</sup>
Common Stock, \$0.01 par value	08/05/2010		M		47,934	A	\$ 9.68 <sup>(3)</sup>

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Common Stock, \$0.01 par value	08/05/2010	M	45,214	A	\$ <u>9.44</u> <sup>(4)</sup>	2,545,119	D	
Common Stock, \$0.01 par value	08/05/2010	M	1,360,000	A	\$ <u>9.82</u> <sup>(5)</sup>	3,905,119	D	
Common Stock, \$0.01 par value	08/05/2010	M	138,050	A	\$ <u>7.4</u> <sup>(6)</sup>	4,043,169	D	
Common Stock, \$0.01 par value	08/05/2010	M	107,759	A	\$ <u>11.09</u> <sup>(7)</sup>	4,150,928	D	
Common Stock, \$0.01 par value	08/05/2010	M	73,897	A	\$ <u>10.78</u> <sup>(8)</sup>	4,224,825	D	
Common Stock, \$0.01 par value	08/05/2010	S	1,772,854	D	\$ <u>12.95</u> <sup>(9)</sup>	2,451,971	D	
Common Stock, \$0.01 par value	08/05/2010	G <sup>(10)</sup>	77,000 <sup>(10)</sup>	D	<u>(10)</u>	2,374,971	D	
Common Stock, \$0.01 par value	08/05/2010	Z <sup>(11)</sup>	<u>129,054</u> <sup>(11)</sup>	D	<u>(11)</u>	2,245,917	D	
Common Stock, \$0.01 par value	08/05/2010	Z <sup>(12)</sup>	<u>129,054</u> <sup>(12)</sup>	A	<u>(12)</u>	2,374,971	D	
Common Stock, \$0.01 par value	08/05/2010	Z <sup>(12)</sup>	<u>129,054</u> <sup>(12)</sup>	D	<u>(12)</u>	57,910 <sup>(13)</sup>	I	By Voting Trust <sup>(13)</sup>
Common Stock, \$0.01 par value	08/05/2010	Z <sup>(11)</sup>	<u>129,054</u> <sup>(11)</sup>	A	<u>(11)</u>	186,964 <sup>(13)</sup>	I	By Voting Trust <sup>(13)</sup>
	08/05/2010	C <sup>(1)</sup>		A	<u>(1)</u>	4,052,942	I	

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Class B Stock, \$0.01 par value	750,000 <u>(1)</u>				By Voting Trust
Class B Stock, \$0.01 par value		62,107	I		By Spouse <u>(14)</u>
Class B Stock, \$0.01 par value		11,179	I		By Spouse as Custodian <u>(15)</u>
Class B Stock, \$0.01 par value		377,806	I		By Voting Trust-Children <u>(16)</u>
Common Stock, \$0.01 par value		79,735	I		By Company Plan
Common Stock, \$0.01 par value		12,412	I		By Spouse <u>(14)</u>
Common Stock, \$0.01 par value		6,245	I		By Spouse as Custodian <u>(15)</u>
Common Stock, \$0.01 par value		152,594	I		By Trust-Children <u>(17)</u>

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

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SEC 1474  
(9-02)

**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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
				Code V	(A) (D)		Title

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						Date Exercisable	Expiration Date	
Employee Stock Option (Right to Buy)	\$ 9.68	08/05/2010	M <sup>(3)</sup>		47,934	<u>(3)</u>	09/29/2012	Commo Stock, \$0.01 pa value
Employee Stock Option (Right to Buy)	\$ 9.44	08/05/2010	M <sup>(4)</sup>		45,214	<u>(4)</u>	12/30/2012	Commo Stock, \$0.01 pa value
Employee Stock Option (Right to Buy)	\$ 9.82	08/05/2010	M <sup>(5)</sup>		1,360,000	<u>(5)</u>	01/02/2013	Commo Stock, \$0.01 pa value
Employee Stock Option (Right to Buy)	\$ 7.4	08/05/2010	M <sup>(6)</sup>		138,050	<u>(6)</u>	03/30/2013	Commo Stock, \$0.01 pa value
Employee Stock Option (Right to Buy)	\$ 11.09	08/05/2010	M <sup>(7)</sup>		107,759	<u>(7)</u>	06/29/2013	Commo Stock, \$0.01 pa value
Employee Stock Option (Right to Buy)	\$ 10.78	08/05/2010	M <sup>(8)</sup>		73,897	<u>(8)</u>	09/29/2013	Commo Stock, \$0.01 pa value
Employee Stock Option (Right to Buy)	\$ 12.98	08/05/2010	A <sup>(18)</sup>	1,320,754		<u>(18)</u>	08/04/2020	Commo Stock, \$0.01 pa value
Employee Stock Option (Right to Buy)	\$ 2.84	03/27/2009	A <sup>(19)</sup>	3,470,000		<u>(19)</u>	03/26/2019	Commo Stock, \$0.01 pa value
Employee Stock Option (Right to	\$ 12.69	03/03/2010	A <sup>(20)</sup>	485,436		<u>(20)</u>	03/02/2020	Commo Stock, \$0.01 pa value

Buy)

Ford Stock Units	(21)	08/05/2010	A(21)	1,786,074	(21)	(21)
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Common  
Stock,  
\$0.01 pa  
value

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORD WILLIAM CLAY JR FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126	X		Exec. Chairman and Chairman	

## Signatures

Jerome F. Zaremba, Attorney-in-Fact	08/06/2010
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\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reported transactions resulted from an exchange of Common Stock for Class B stock on a one-for-one basis within the Ford Family.
- (2) The price shown is the weighted average sales price for the reported transaction. The range of prices at which common stock was sold for the reported transaction was \$12.900 to \$13.025. A breakdown of each transaction will be provided upon request.
- (3) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (09/30/2002), 66% after two years, and in full after three years.
- (4) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (12/31/2002), 66% after two years, and in full after three years.
- (5) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (01/03/2003), 66% after two years, and in full after three years.
- (6) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/31/2003), 66% after two years, and in full after three years.
- (7) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (06/30/2003), 66% after two years, and in full after three years.
- (8) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (09/30/2003), 66% after two years, and in full after three years.
- (9) The price shown is the weighted average sales price for the reported transaction. The range of prices at which common stock was sold for the reported transaction was \$12.900 to \$13.020. A breakdown of each transaction will be provided upon request.
- (10) The reported transaction involves a gift totaling 77,000 shares of Common Stock to the William Clay Ford, Jr. Scholarship Program.
- (11) The reported transaction involved the deposit of directly held Common Stock into a voting trust.
- (12) The reported transaction involved the withdrawal of indirectly held Common Stock from a voting trust.

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- (13) I am a trustee of the voting trust. The shares of Common Stock shown are held for my benefit. I disclaim beneficial ownership of any other shares of Common Stock in said voting trust.
- (14) I disclaim beneficial ownership of these shares owned by my wife.
- (15) I disclaim beneficial ownership of these shares held by my wife as custodian for one of my children.
- (16) I am one of five trustees of the voting trust. As shown, it holds 377,806 shares of Class B Stock for the benefit of three of my children. I disclaim beneficial ownership of these shares.
- (17) I am the trustee of these trusts for three of my children. I disclaim beneficial ownership of these shares.
- (18) This option was granted under the Company's 2008 Long-Term Incentive Plan without payment by me. The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (08/05/2010), 66% after two years, and in full after three years.
- This option was granted under the Company's 2008 Long-Term Incentive Plan without payment by me. The option is exercisable on the later to occur of the following: (i) 33% of the shares optioned after one year from the date of grant (03/27/2009), 66% after two years, and in full after three years; and (ii) the date when the Company's Compensation Committee of the Board of Directors determines that the Company's global Automotive sector has achieved full-year profitability, excluding special items. Effective August 5, 2010, the Compensation Committee of the Board of Directors determined that such condition had been met. Consequently, 33% of the options are exercisable as of August 5, 2010, 66% of the options will become exercisable on March 27, 2011, and all options will become exercisable on March 27, 2012.
- (19)
- This option was granted under the Company's 2008 Long-Term Incentive Plan without payment by me. The option is exercisable on the later to occur of the following: (i) 33% of the shares optioned after one year from the date of grant (03/03/2010), 66% after two years, and in full after three years; and (ii) the date when the Company's Compensation Committee of the Board of Directors determines that the Company's global Automotive sector has achieved full-year profitability, excluding special items. Effective August 5, 2010, the Compensation Committee of the Board of Directors determined that such condition had been met. Consequently, 33% of the options will become exercisable on March 3, 2011, 66% of the options will become exercisable on March 3, 2012, and all options will become exercisable on March 3, 2013.
- (20)
- (21) These Ford Restricted Stock Units were acquired under the Company's 2008 Long-Term Incentive Plan without payment by me. These Ford Restricted Stock Units will be converted and distributed to me, without payment, in shares of Common Stock on August 5, 2012.

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.