Odell Stephen T Form 4 November 05, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL OMB** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

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).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Odell Stephen T

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

FORD MOTOR CO [F]

(Check all applicable)

(Last)

(Middle)

3. Date of Earliest Transaction

Director X\_ Officer (give title

10% Owner Other (specify

ONE AMERICAN ROAD

(Month/Day/Year) 11/05/2010

below) Group Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

DEARBORN, MI 48126

| (City)                                  | (State)                              | (Zip) Tabl  | e I - Non-I                            | Derivative S                            | ecuriti           | ies Acqui          | red, Disposed of,  | or Beneficiall   | y Owned   |
|---|--------------------------------------|---|--|---|-------------------|--------------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3)    | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securitie on Disposed (Instr. 3, 4 a | d of (D<br>and 5) |                    | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| C                                       |                                      |   | Code V                                 | Amount                                  | or<br>(D)         | Price              | (Instr. 3 and 4)   |  |   |
| Common<br>Stock,<br>\$0.01 par<br>value | 11/05/2010                           |   | M                                      | 22,000                                  | A                 | \$ 7.55<br>(1)     | 64,648   | D  |   |
| Common<br>Stock,<br>\$0.01 par<br>value | 11/05/2010                           |   | M                                      | 26,000                                  | A                 | \$<br>13.26<br>(2) | 90,648   | D  |   |
| Common<br>Stock,<br>\$0.01 par<br>value | 11/05/2010                           |   | M                                      | 28,000                                  | A                 | \$<br>12.49<br>(3) | 118,648  | D  |   |

#### Edgar Filing: Odell Stephen T - Form 4

| Common<br>Stock,<br>\$0.01 par<br>value | 11/05/2010 | M | 22,000  | A | \$ 7.83<br>(4)     | 140,648 | D |
|---|------------|---|---------|---|--------------------|---------|---|
| Common<br>Stock,<br>\$0.01 par<br>value | 11/05/2010 | M | 45,378  | A | \$ 7.55<br>(5)     | 186,026 | D |
| Common<br>Stock,<br>\$0.01 par<br>value | 11/05/2010 | M | 58,503  | A | \$ 6.14<br>(6)     | 244,529 | D |
| Common<br>Stock,<br>\$0.01 par<br>value | 11/05/2010 | M | 62,078  | A | \$ 1.96<br>(7)     | 306,607 | D |
| Common<br>Stock,<br>\$0.01 par<br>value | 11/05/2010 | S | 263,959 | D | \$<br>15.97<br>(8) | 42,648  | D |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |   |                                     |
|---|---|---|---|---|-----|--|---------------------|---|---|-------------------------------------|
|   |   |   |   | Code V  | (A) | (D)  | Date<br>Exercisable | Expiration<br>Date  | Title                                   | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 1.96   | 11/05/2010                              |   | M <u>(7)</u>  |     | 62,078   | <u>(7)</u>          | 03/10/2019  | Common<br>Stock,<br>\$0.01 par<br>value | 62,078                              |
| Employee<br>Stock                                   | \$ 6.14   | 11/05/2010                              |   | M(6)  |     | 58,503   | <u>(6)</u>          | 03/04/2018  | Common Stock,                           | 58,503                              |

(9-02)

## Edgar Filing: Odell Stephen T - Form 4

| Option<br>(Right to<br>Buy)                      |          |            |              |        |            |            | \$0.01 par value                        |        |
|--|----------|------------|--------------|--------|------------|------------|---|--------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.55  | 11/05/2010 | M(5)         | 45,378 | <u>(5)</u> | 03/04/2017 | Common<br>Stock,<br>\$0.01 par<br>value | 45,378 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.83  | 11/05/2010 | M <u>(4)</u> | 22,000 | <u>(4)</u> | 03/09/2016 | Common<br>Stock,<br>\$0.01 par<br>value | 22,000 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 12.49 | 11/05/2010 | M <u>(3)</u> | 28,000 | (3)        | 03/10/2015 | Common<br>Stock,<br>\$0.01 par<br>value | 28,000 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 13.26 | 11/05/2010 | M(2)         | 26,000 | (2)        | 03/11/2014 | Common<br>Stock,<br>\$0.01 par<br>value | 26,000 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.55  | 11/05/2010 | M <u>(1)</u> | 22,000 | <u>(1)</u> | 03/18/2013 | Common<br>Stock,<br>\$0.01 par<br>value | 22,000 |

# **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |
|---------------------------------|---------------|
| Reporting Owner Maine / Address |               |

Director 10% Owner Officer Other

Odell Stephen T

ONE AMERICAN ROAD Group Vice President

DEARBORN, MI 48126

## **Signatures**

Jerome F. Zaremba, Attorney-in-Fact

\*\*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).

Reporting Owners 3

#### Edgar Filing: Odell Stephen T - Form 4

- (1) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/19/2003), 66% after two years, and in full after three years.
- (2) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/12/2004), 66% after two years, and in full after three years.
- (3) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/11/2005), 66% after two years, and in full after three years.
- (4) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/10/2006), 66% after two years, and in full after three years.
- (5) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/05/2007), 66% after two years, and in full after three years.
- (6) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/05/2008), 66% after two years, and in full after three years.
- (7) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/11/2009), 66% after two years, and in full after three years.
- (8) 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 \$15.960 to \$15.980. A breakdown of each transaction will be provided upon request.

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.