

FORD MOTOR CO

Form 4

March 14, 2006

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
Form 5
obligations
may continue.
See Instruction
1(b).

**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 *
FLEMING JOHN

(Last) (First) (Middle)

**FORD WERKE GMBH, NIEHL
PLANT, BUILDING A**

(Street)

COLOGNE, 2M 50725

(City) (State) (Zip)

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

FORD MOTOR CO [F]

3. Date of Earliest Transaction
(Month/Day/Year)

03/10/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

Group Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	(D)	Price

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

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information contained in this form are not
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V	(A)	(D)				
Employee Stock Option (Right to Buy)	\$ 7.83	03/10/2006	A ⁽¹⁾		40,000		⁽¹⁾	03/09/2016	Common Stock, \$0.01 par value	40,000
Ford Stock Equivalents	⁽²⁾	03/10/2006	A ⁽²⁾		5,175		⁽²⁾	⁽²⁾	Common Stock, \$0.01 par value	5,175
LTI Rights	⁽³⁾	03/10/2006	A ⁽³⁾		2,300		⁽³⁾	⁽³⁾	Common Stock, \$0.01 par value	2,300
LTI Rights	⁽⁴⁾	03/10/2006	F ⁽⁴⁾			298	⁽⁴⁾	⁽⁴⁾	Common Stock, \$0.01 par value	298
LTI Rights	⁽⁵⁾	03/10/2006	J ⁽⁵⁾			2,002	⁽⁵⁾	⁽⁵⁾	Common Stock, \$0.01 par value	2,002

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLEMING JOHN				
FORD WERKE GMBH				
NIEHL PLANT, BUILDING A			Group Vice President	
COLOGNE, 2M 50725				

Signatures

/s/Kathryn S. Lamping,
Attorney-in-Fact

03/14/2006

 **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).

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- (1) This option was granted under the Company's 1998 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 (03/10/2006), 66% after two years, and in full after three years.
- (2) These Ford Stock Equivalents were acquired under the Company's 1998 Long-Term Incentive Plan without payment by me. These Ford Stock Equivalents will be converted and distributed to me, without payment, in shares of Common Stock on March 10, 2007.
These long-term incentive rights, exempt under Rule 16b-3(d), represent the amount of a Final Award that would have been issued and distributed to me, without payment by me, on this date in shares of Common Stock had I not elected to defer in cash under the Company's Deferred Compensation Plan.
- (3)
- (4) These LTI rights were withheld by the Company to cover my income tax liability relating to a deferral of a Final Award under the Company's 1998 Long-Term Incentive Plan.
The reported transaction, exempt under Rule 16b-3, represents the conversion, without payment by me, of long-term incentive rights to
- (5) the right to receive cash from the Company based on my elections under the Company's Deferred Compensation Plan, after termination of employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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