

FORD MOTOR CO

Form 4

March 14, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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)

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
☒ Officer (give title below) ☐ Other (specify
below)

Chairman and CEO

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	03/11/2006		M ⁽¹⁾		240,288	A	<u>(1)</u>	6,531,360	D	
Common Stock, \$0.01 par value	03/11/2006		G ⁽²⁾		240,288	D	<u>(2)</u>	6,291,072	D	
Common Stock, \$0.01 par value	03/11/2006		F ⁽³⁾		339,904	D	\$ 7.83	5,951,168	D	

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Common Stock, \$0.01 par value	80,957	I	By Company Plan
Common Stock, \$0.01 par value	12,412	I	By Spouse ⁽⁴⁾
Common Stock, \$0.01 par value	30,270	I	By Spouse as Custodian ⁽⁵⁾
Common Stock, \$0.01 par value	55,433	I	By Trust-Child ⁽⁶⁾
Common Stock, \$0.01 par value	186,964	I	By Voting Trust ⁽⁷⁾

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 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 Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security (Instr. 3 and 4)
Ford Stock Equivalents	(1)	03/11/2006		M	(1)		240,288	(1)	(1)	Common Stock, \$0.01 par value	240,288
Ford Stock Equivalents	(8)	03/10/2006		A	(8)	632,587		(8)	(8)	Common Stock, \$0.01 par value	632,587

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		Chairman and CEO	

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).

- (1) The reported transaction involved the conversion, without payment by me, of Ford Stock Equivalents into shares of Common Stock under the Company's 1998 Long-Term Incentive Plan.
- (2) The transaction involved gifts totalling 240,288 shares of Common Stock to the William Clay Ford, Jr. Scholarship Program and other charities.
- (3) These shares were withheld by the Company to cover my income tax liability relating to (i) a grant to me of Common Stock and (ii) the conversion of Ford Stock Equivalents to shares of Common Stock under the Company's 1998 Long Term Incentive Plan.
- (4) I disclaim beneficial ownership of these shares owned by my wife.
- (5) I disclaim beneficial ownership of these shares held by my wife as custodian for my children.
- (6) I am the trustee of this trust for one of my children. I disclaim beneficial ownership of these shares.
- (7) I am a trustee of the voting trust. As shown, it holds 186,964 shares of Common Stock for my benefit. I disclaim beneficial ownership of any other shares of Common Stock in said voting trust.
- (8) 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.

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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