

FORD MOTOR CO

Form 4

March 14, 2011

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

OMB
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(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)
03/11/2011

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)

Executive 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)
Common Stock, \$0.01 par value	03/11/2011		M ⁽¹⁾	13,461	A <u>(1)</u>	103,640	D
Common Stock, \$0.01 par value	03/11/2011		M ⁽²⁾	382,653	A <u>(2)</u>	486,293	D
Common Stock, \$0.01 par value	03/11/2011		F ⁽³⁾	5,493	D \$ 14.36	480,800	D

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Common
Stock,
\$0.01 par
value 03/11/2011 F⁽⁴⁾ 156,123 D \$ 14.36 324,677 D

Common
Stock,
\$0.01 par
value 33,075 I By
Company
Plan

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 Securities (Instr. 3 and 4)	8.			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Ford Stock Units	<u>(2)</u>	03/11/2011		M <u>(2)</u>		382,653		<u>(2)</u>	<u>(2)</u>	Common Stock, \$0.01 par value	382,653
Ford Stock Units	<u>(1)</u>	03/11/2011		M <u>(1)</u>		13,461		<u>(1)</u>	<u>(1)</u>	Common Stock, \$0.01 par value	13,461

Reporting Owners

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

Signatures

Jerome F. Zaremba,
Attorney-in-Fact

03/14/2011

__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 Units into shares of Common Stock under the Company's 1998 Long-Term Incentive Plan.
- (2) The reported transaction involved the conversion, without payment by me, of Ford Stock Units into shares of Common Stock under the Company's 2008 Long-Term Incentive Plan.
- (3) 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.
- (4) 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 2008 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.
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