

FIELDS MARK  
Form 4  
March 07, 2011

**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 \*  
FIELDS MARK

(Last) (First) (Middle)

FORD MOTOR COMPANY, 21175  
OAKWOOD BLVD.

(Street)

DEARBORN, MI 48124

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
03/03/2011

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, \$0.01 par value	03/03/2011		M <sup>(1)</sup>		164,877	A	Ⓐ 412,275
Common Stock, \$0.01 par value	03/03/2011		F <sup>(2)</sup>		67,270	D	\$ 14.76 345,005
Common Stock, \$0.01 par value	03/05/2011		M <sup>(1)</sup>		154,679	A	Ⓐ 499,684

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Common  
 Stock, \$0.01 par value 03/05/2011 F<sup>(2)</sup> 63,110 D \$ 14.42 436,574 D

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

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**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)
					(A)	(D)	Date Exercisable	Expiration Date	
Ford Stock Units	<u>(1)</u>	03/03/2011		M <sup>(1)</sup>		164,877	<u>(1)</u>	<u>(1)</u>	Common Stock, \$0.01 par value
Ford Stock Units	<u>(1)</u>	03/05/2011		M <sup>(1)</sup>		154,679	<u>(1)</u>	<u>(1)</u>	Common Stock, \$0.01 par value
Ford Stock Units	<u>(3)</u>	03/03/2011		A <sup>(3)</sup>		72,497	<u>(3)</u>	<u>(3)</u>	Common Stock, \$0.01 par value
Employee Stock Option (Right to Buy)	\$ 14.76	03/03/2011		A <sup>(4)</sup>		129,716	<u>(4)</u>	03/02/2021	Common Stock, \$0.01 par value

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

FIELDS MARK  
 FORD MOTOR COMPANY  
 21175 OAKWOOD BLVD.

Director 10% Owner Officer Other  
 Executive Vice President

DEARBORN, MI 48124

## Signatures

Jerome F. Zaremba,  
Attorney-in-Fact

03/07/2011

\_\_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) 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.
- (3) 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 March 3, 2013.
- (4) 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 (03/03/2011), 66% after two years, and in full after three years.

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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