

FIELDS MARK

Form 4

January 07, 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

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(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)

01/05/2011

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock, \$0.01 par value	01/05/2011		M		138,246	A \$ <u>7.55</u> ⁽¹⁾	351,114	D	
Common Stock, \$0.01 par value	01/05/2011		M		100,000	A \$ <u>7.83</u> ⁽²⁾	451,114	D	
Common Stock, \$0.01 par value	01/05/2011		M		87,500	A \$ <u>12.49</u> ⁽³⁾	538,614	D	

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Common Stock, \$0.01 par value	01/05/2011	M	50,000	A	\$ <u>13.26</u> (4)	588,614	D
Common Stock, \$0.01 par value	01/05/2011	M	67,001	A	\$ 7.55 <u>(5)</u>	655,615	D
Common Stock, \$0.01 par value	01/05/2011	M	65,000	A	\$ <u>16.07</u> (6)	720,615	D
Common Stock, \$0.01 par value	01/05/2011	F	33,536	D	\$ <u>17.89</u>	687,079	D
Common Stock, \$0.01 par value	01/05/2011	S	439,681	D	\$ <u>17.97</u> (7)	247,398	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 16.07	01/05/2011		M ⁽⁶⁾	65,000	<u>(6)</u> 04/30/2012	Common Stock, \$0.01 par value 65,000
Employee Stock Option	\$ 7.55	01/05/2011		M ⁽⁵⁾	67,001	<u>(5)</u> 03/18/2013	Common Stock, \$0.01 par 67,000

(Right to Buy)								value	
Employee Stock Option (Right to Buy)	\$ 13.26	01/05/2011	M ⁽⁴⁾	50,000	⁽⁴⁾	03/11/2014	Common Stock, \$0.01 par value	50,000	
Employee Stock Option (Right to Buy)	\$ 12.49	01/05/2011	M ⁽³⁾	87,500	⁽³⁾	03/10/2015	Common Stock, \$0.01 par value	87,500	
Employee Stock Option (Right to Buy)	\$ 7.83	01/05/2011	M ⁽²⁾	100,000	⁽²⁾	03/09/2016	Common Stock, \$0.01 par value	100,000	
Employee Stock Option (Right to Buy)	\$ 7.55	01/05/2011	M ⁽¹⁾	138,246	⁽¹⁾	03/04/2017	Common Stock, \$0.01 par value	138,246	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIELDS MARK FORD MOTOR COMPANY 21175 OAKWOOD BLVD. DEARBORN, MI 48124			Executive Vice President	

Signatures

Jerome F. Zaremba,
Attorney-in-Fact

01/07/2011

 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) 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.
- (2) 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.
- (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.

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- (4) 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.
- (5) 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.
- (6) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (05/01/2002), 66% after two years, and in full after three years.
- (7) 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 \$17.95 to \$18.00. 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.

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