FORD EDSEL B II
Form 5
February 10, 2011

FORM 5

OMB APPROVAL

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

ANNUAL 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
Form 3 Holdings Reported
Form 4 Transactions Reported

1. Name and Address of Reporting Person *
FORD EDSEL B II

(Last) (First) (Middle)

FORD MOTOR COMPANY,Â ONE AMERICAN ROAD

(Street)

DEARBORN,Â MIÂ 48126

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class B Stock, $0.01 par value	08/19/2010	Â	G	222,577	A	$ 0	277,123	I	By Child No. 2 Remainder Trust (1)
Class B Stock, $0.01 par value	08/19/2010	Â	G	240,101	A	$ 0	303,738	I	By Child No. 1 Remainder Trust (1)

Class B Stock, $0.01 par value	08/19/2010	Â	G	257,080	A	$ 0	257,080	I	By Child No. 3 Remainder Trust (1)
Class B Stock, $0.01 par value	07/23/2010	Â	G	22,520	D	$ 0	0	I	By Spouse as Custodian (2)
Class B Stock, $0.01 par value	08/19/2010	Â	G	1,386,060	D	$ 0	80	I	By Voting Trust (3)
Class B Stock, $0.01 par value	07/23/2010	Â	G	22,520	A	$ 0	1,216,553	I	By Voting Trust-Children (4)
Class B Stock, $0.01 par value	08/05/2010	Â	G	50,196	A	$ 0	1,266,749	I	By Voting Trust-Children (4)
Class B Stock, $0.01 par value	08/19/2010	Â	G	719,758	D	$ 0	546,991	I	By Voting Trust-Children (4)
Class B Stock, $0.01 par value	09/28/2010	Â	G	1,608,302	A	$ 0	2,155,293	I	By Voting Trust-Children (4)
Class B Stock, $0.01 par value	08/05/2010	Â	G	50,196	D	$ 0	0	I	Custodian (5)
Common Stock, $0.01 par value	08/19/2010	Â	G	202,690	D	$ 0	1,992,420 (6)	D	Â
Common Stock, $0.01 par value	09/21/2010	Â	G	8,232	D	$ 0	1,984,188 (6)	D	Â
Common Stock, $0.01 par value	Â	Â	Â	Â	Â	Â	1,972,013 (7)	D	Â
	07/23/2010	Â	G	4,592	D	$ 0	0	I	

Common Stock, $0.01 par value									By Spouse as Custodian (2)
Common Stock, $0.01 par value	07/23/2010	Â	G	42,147	A	$ 0	529,282	I	By Trust-Children (8)
Common Stock, $0.01 par value	09/21/2010	Â	G	8,232	A	$ 0	537,514	I	By Trust-Children (8)
Common Stock, $0.01 par value	09/27/2010	Â	G	202,690	A	$ 0	740,204	I	By Trust-Children (8)
Common Stock, $0.01 par value	07/23/2010	Â	G	37,555	D	$ 0	0	I	Custodian (5)
Common Stock, $0.01 par value	Â	Â	Â	Â	Â	Â	16,909	I	By Company Plan
Common Stock, $0.01 par value	Â	Â	Â	Â	Â	Â	715,459	I	as Trustee (9)
Common Stock, $0.01 par value	Â	Â	Â	Â	Â	Â	24,321	I	By Spouse (10)
Class B Stock, $0.01 par value	Â	Â	Â	Â	Â	Â	1,429,569	I	as Trustee (9)
Class B Stock, $0.01 par value	Â	Â	Â	Â	Â	Â	32,508	I	By Spouse (10)

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 Securities (Instr. 3 and 4)		8. Price Derivat Securit (Instr.
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Ford Stock Units	Â	Â	Â	Â	Â	Â	Â (11)	Â (11)	Common Stock, $0.01 par value	Â	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORD EDSEL B II FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN,Â MIÂ 48126	Â X	Â	Â	Â

Signatures

Jerome F. Zaremba, Attorney-in-Fact	02/10/2011
**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) I am the trustee of this trust for the benefit of one of my children's children. I disclaim beneficial ownership of these shares.

(2) I disclaim beneficial ownership of these shares held by my wife as custodian for one of my children.

(3) I am one of five trustees of the voting trust. As shown, it holds 80 shares of Class B Stock for my benefit. I disclaim benefical ownership of any other shares of Class B Stock in said voting trust.

(4) I am one of five trustees of the voting trust. As shown, it holds 2,155,293 shares of Class B Stock for the benefit of my children. I disclaim benefical ownership of these shares.

(5) These shares are held by me as custodian for one of my children. I disclaim beneficial ownership of these shares.

(6) The amount shown reflects the number of shares held after the reported transaction and before September 30, 2010 and December 31, 2010 transactions that were previously reported on Form 4's filed with the SEC on October 4, 2010 and January 4, 2011, respectively.

(7) The amount shown reflects the number of shares held as of December 31, 2010 after transactions reported on this Form 5 and after September 30, 2010 and December 31, 2010 transactions that were previously reported on Form 4's filed with the SEC on October 4,

2010 and January 4, 2011, respectively.

(8) I am the trustee of these trusts for my children. I disclaim beneficial ownership of these shares.

(9) I am the trustee of this trust which holds these shares for the benefit of my children. I disclaim beneficial ownership of these shares.

(10) I disclaim beneficial ownership of these shares owned by my wife.

(11) These Ford Stock Units were acquired under the Company's Deferred Compensation Plan for Non-Employee Directors. In general, these Ford Stock Units will be converted and distributed to me, without payment, in cash, on January 10th of the year following termination of Board service, based upon the then current market value of a share of Common Stock.

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