

FORD MOTOR CO  
Form 4  
April 01, 2010

**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 \*  
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)  
04/01/2010

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)  
Executive Vice President

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock, \$0.01 par value  | 04/01/2010                           |  | M                              |   | 26,376  | A  | \$ 7.83<br><u>(1)</u>   |
| Common Stock, \$0.01 par value  | 04/01/2010                           |  | M                              |   | 111,624   | A  | \$ 7.55<br><u>(2)</u>   |
| Common Stock, \$0.01 par value  | 04/01/2010                           |  | M                              |   | 10,559  | A  | \$ 7.55<br><u>(3)</u>   |

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|                                |            |   |         |   |                          |         |   |                 |
|--------------------------------|------------|---|---------|---|--------------------------|---------|---|-----------------|
| Common Stock, \$0.01 par value | 04/01/2010 | M | 110,686 | A | \$<br>6.14<br><u>(4)</u> | 349,424 | D |                 |
| Common Stock, \$0.01 par value | 04/01/2010 | M | 186,237 | A | \$<br>1.96<br><u>(5)</u> | 535,661 | D |                 |
| Common Stock, \$0.01 par value | 04/01/2010 | S | 445,482 | D | \$<br>12.8<br><u>(6)</u> | 90,179  | D |                 |
| Common Stock, \$0.01 par value |            |   |         |   |                          | 31,013  | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Employee Stock Option (Right to Buy)       | \$ 7.55  | 04/01/2010                           |  | M <sup>(3)</sup>               | 10,559  | <u>(3)</u> 03/18/2013                                    | Common Stock, \$0.01 par value 10,559                         |
| Employee Stock Option (Right to Buy)       | \$ 7.83  | 04/01/2010                           |  | M <sup>(1)</sup>               | 26,376  | <u>(1)</u> 03/09/2016                                    | Common Stock, \$0.01 par value 26,376                         |
| Employee Stock                             | \$ 7.55  | 04/01/2010                           |  | M <sup>(2)</sup>               | 111,624   | <u>(2)</u> 03/04/2017                                    | Common Stock, 111,624   |

|  |         |            |                  |         |            |            |   |         |
|--|---------|------------|------------------|---------|------------|------------|---|---------|
| Option<br>(Right to<br>Buy)                      |         |            |                  |         |            |            | \$0.01 par<br>value                     |         |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 6.14 | 04/01/2010 | M <sup>(4)</sup> | 110,686 | <u>(4)</u> | 03/04/2018 | Common<br>Stock,<br>\$0.01 par<br>value | 110,686 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 1.96 | 04/01/2010 | M <sup>(5)</sup> | 186,237 | <u>(5)</u> | 03/10/2019 | Common<br>Stock,<br>\$0.01 par<br>value | 186,237 |

## Reporting Owners

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

## Signatures

Jerome F. Zaremba,  
Attorney-in-Fact

04/01/2010

         \*\*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 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.
  - (2) 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.
  - (3) The 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.
  - (4) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/05/2008), 66% after two years, and in full after three years.
  - (5) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/11/2009), 66% after two years, and in full after three years.
  - (6) 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 \$12.795 to \$12.815. A breakdown of each transaction will 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.