

FORD MOTOR CO  
Form 4  
March 07, 2008

**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)  
**03/05/2008**

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)  
**Group 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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock, \$0.01 par value  | 03/05/2008                           |  | M <sup>(1)</sup>               |   | 6,814   | A  | 16,773                            |
| Common Stock, \$0.01 par value  | 03/05/2008                           |  | F <sup>(2)</sup>               |   | 3,071   | D  | \$ 6.14 13,702                    |
| Common Stock, \$0.01 par value  | 03/05/2008                           |  | A <sup>(3)</sup>               |   | 6,795   | A  | 20,497                            |

|                                |            |                  |       |   |         |        |   |                 |
|--------------------------------|------------|------------------|-------|---|---------|--------|---|-----------------|
| Common Stock, \$0.01 par value | 03/05/2008 | F <sup>(2)</sup> | 2,773 | D | \$ 6.14 | 17,724 | D |                 |
| Common Stock, \$0.01 par value |            |                  |       |   |         | 19,248 | 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|-----|--|------------------|---|
|  |  |                                      |  |                                | Code  | V       | (A) | (D)  | Date Exercisable |   |
| Employee Stock Option (Right to Buy)       | \$ 6.14  | 03/05/2008                           |  | A <sup>(4)</sup>               |   | 167,707 |     | <sup>(4)</sup>   | 03/04/2018       | Common Stock, \$0.01 par value                              |
| Ford Stock Equivalents                     | <sup>(1)</sup>   | 03/05/2008                           |  | M <sup>(1)</sup>               |   | 6,814   |     | <sup>(1)</sup>   | <sup>(1)</sup>   | Common Stock, \$0.01 par value                              |
| Ford Stock Units                           | <sup>(5)</sup>   | 03/05/2008                           |  | A <sup>(5)</sup>               |   | 51,725  |     | <sup>(5)</sup>   | <sup>(5)</sup>   | Common Stock, \$0.01 par value                              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                      |       |
|---------------------------------|---------------|-----------|----------------------|-------|
|                                 | Director      | 10% Owner | Officer              | Other |
| FLEMING JOHN<br>FORD WERKE GMBH |               |           | Group Vice President |       |

NIEHL PLANT, BUILDING A  
COLOGNE, 2M 50725

## Signatures

/s/Jerome F. Zaremba,  
Attorney-in-Fact

03/05/2008

\_\_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 Equivalents 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 shares were acquired under the Company's 1998 Long-Term Incentive Plan without payment by me.
- (4) This option was granted under the Company's 1998 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 (03/05/2008), 66% after two years, and in full after three years.
- (5) These Ford Restricted Stock Units were acquired under the Company's 1998 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 5, 2010.

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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