

FORD EDSEL B II
Form 4
January 04, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
FORD EDSEL B II

(Last) (First) (Middle)

FORD MOTOR COMPANY, ONE
AMERICAN ROAD

(Street)

DEARBORN, MI 48126

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2005

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)

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------------|
| | | | | (A) or (D) | Amount | | | | |
| | | | | Code | V | Amount | Price | | |
| Common Stock, \$0.01 par value | 12/31/2005 | | A ⁽¹⁾ | 16,067 | A | \$ 11 | 2,051,812 | D | |
| Common Stock, \$0.01 par value | 12/31/2005 | | F ⁽²⁾ | 3,433 | D | \$ 7.78 | 2,048,379 | D | |
| Common Stock, \$0.01 par value | | | | | | | 16,403 | I | By Company Plan |

Edgar Filing: FORD EDSEL B II - Form 4

| | | | |
|---------------------------------|-----------|---|--|
| Common Stock, \$0.01 par value | 24,321 | I | By Spouse <u>(3)</u> |
| Common Stock, \$0.01 par value | 16,035 | I | By Spouse as Custodian <u>(4)</u> |
| Common Stock, \$0.01 par value | 343,421 | I | By Trust-Children <u>(5)</u> |
| Common Stock, \$0.01 par value | 131,683 | I | Conservatorship <u>(6)</u> |
| Common Stock, \$0.01 par value | 37,555 | I | Custodian <u>(7)</u> |
| Class B Stock, \$0.01 par value | 54,546 | I | By CF Remainder Trust <u>(8)</u> |
| Class B Stock, \$0.01 par value | 63,637 | I | By HF III Remainder Trust <u>(9)</u> |
| Class B Stock, \$0.01 par value | 32,508 | I | By Spouse <u>(3)</u> |
| Class B Stock, \$0.01 par value | 30,592 | I | By Spouse as Custodian <u>(4)</u> |
| Class B Stock, \$0.01 par value | 1,433,456 | I | By Voting Trust <u>(10)</u> |
| Class B Stock, \$0.01 par value | 308,759 | I | By Voting Trust - Children <u>(11)</u> |
| | 162,480 | I | |

| | | | | | | |
|--|--------|---|--|--|--|------------------------|
| Class B Stock, \$0.01 par value | | | | | | Conservatorship (6) |
| Class B Stock, \$0.01 par value | 50,196 | I | | | | Custodian (7) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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) | 8. Price of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|----------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | | | Code | V | (A) | (D) | |
| Ford Stock Units | (12) | 12/31/2005 | | A(12) | 3,856 | (12) | (12) | Common Stock, \$0.01 par value | 3,856 | \$ 7 (1) |

Reporting Owners

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

Signatures

s/Kathryn S. Lamping,
Attorney-in-Fact

01/04/2006

__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) These shares were acquired under the Company's 1998 Long-Term Incentive Plan without payment by me.
- (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) I disclaim beneficial ownership of these shares owned by my wife.
- (4) I disclaim beneficial ownership of these shares held by my wife as custodian for my children.
- (5) I am the trustee of these trusts for two of my children. I disclaim beneficial ownership of these shares.
- (6) I disclaim beneficial ownership of these shares which are held by me as conservator for one of my children.
- (7) These shares are held by me as custodian for one of my children. I disclaim beneficial ownership of these shares.
- (8) I am the trustee of this trust for the benefit of Calvin R. Ford's children. I disclaim beneficial ownership of these shares.
- (9) I am the trustee of this trust for the benefit of Henry Ford III's children. I disclaim beneficial ownership of these shares.
- (10) I am one of five trustees of the voting trust. As shown, it holds 1,433,456 shares of Class B Stock for my benefit. I disclaim beneficial ownership of any other shares of Class B Stock in said voting trust.
- (11) I am one of five trustees of the voting trust. As shown, it holds 308,759 shares of Class B Stock for the benefit of two of my children. I disclaim beneficial ownership of these shares.
- (12) These Ford Stock Units were credited to my account by the Company at the crediting price of \$7.78 per Stock Unit 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 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.