FORD MOTOR CO

Form 4 April 01, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * UAW Retiree Medical Benefits Trust

2. Issuer Name and Ticker or Trading Symbol

FORD MOTOR CO [F]

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Month/Day/Year)

200 WALKER STREET 03/31/2010

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

DETROIT, MI 48207

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner Officer (give title __X_ Other (specify

below) below) Former 10% Owner (1) (2)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Owned

5. Amount of Securities Beneficially Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. Number of TransactionDerivative Securities Code Acquired (A) or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amo Underlying Secur (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)			osed of (D) c. 3, 4, and 5)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Warrants (1) (2)	\$ 9.2	03/31/2010		J <u>(2)</u>			362,391,305	12/31/2009	01/01/2013	Ford Common Stock (2)	36

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

UAW Retiree Medical Benefits Trust 200 WALKER STREET DETROIT, MI 48207

Former 10% Owner (1) (2)

Signatures

Mary Beth Kuderik, Chief Financial Officer

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).

This Form 4 is being filed on behalf of The UAW Retiree Medical Benefits Trust, organized as a 501(c)(9) Voluntary Employee Beneficiary Association (the "UAW RMBT"). Until January 29, 2010, the UAW RMBIT indirectly held the warrants to purchase

- (1) 362,391,305 shares of Ford Common Stock (the "Warrants") through a wholly owned subsidiary, VEBA-F Holdings, a Delaware limited liability company (the "LLC"). On January 29, 2010, the LLC was formally dissolved and all of its assets, including the Warrants, were transferred to its sole shareholder, the UAW RMBT.
- On March 30, 2010 an auction was held in which the UAW RMBT sold all of its 362,391,305 Warrants. The trade date for the sale of the (2) Warrants was March 31, 2010 and the closing is expected to occur on or about April 6, 2010, subject to customary closing conditions. The Warrants have been listed for trading on The New York Stock Exchange under the symbol "F WS."

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.

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