BROWN THOMAS K

Form 4

March 05, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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subject to Section 16. Form 4 or

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BROWN THOMAS K**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

FORD MOTOR CO [F]

(Check all applicable)

(Last)

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

Director X_ Officer (give title 10% Owner

FORD MOTOR COMPANY, ONE

03/03/2010

below) Group Vice President

Other (specify below)

AMERICAN ROAD

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Filed(Month/Day/Year)

(Month/Day/Year)

Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

DEARBORN, MI 48126

(City)

(Instr. 3)

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

Execution Date, if

(Month/Day/Year)

(Zip)

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

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(A)

Reported 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 Security

Conversion or Exercise

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

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

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

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A Disposed of (Instr. 3, 4, a 5)	(D)			
				Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 12.69	03/03/2010		A(1)	66,573	<u>(1)</u>	03/02/2020	Common Stock, \$0.01 par value	66,573
Ford Stock Units	(2)	03/03/2010		A(2)	88,079	<u>(2)</u>	<u>(2)</u>	Common Stock, \$0.01 par value	88,079
Ford Stock Units	(3)	03/03/2010		A(3)	113,272	(3)	(3)	Common Stock, \$0.01 par value	113,27
Ford Stock Units	<u>(4)</u>	03/03/2010		A(4)	5,614	<u>(4)</u>	<u>(4)</u>	Common Stock, \$0.01 par value	5,614

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

BROWN THOMAS K FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126

Group Vice President

Signatures

Jerome F. Zaremba, Attorney-in-Fact 03/05/2010

**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) This option was granted under the Company's 2008 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 (03/03/2010), 66% after two years, and in full after three years.
- 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 3, 2011.

Reporting Owners 2

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- (3) These Ford Restricted Stock Units were acquired under the Company's 2008 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 3, 2012.
- (4) These Ford Restricted Stock Units were acquired under the Company's 2008 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 3, 2013.

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.