

FORD MOTOR CO  
Form 4  
March 14, 2011

**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)  
**03/11/2011**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, \$0.01 par value	03/11/2011		M <sup>(1)</sup>		13,461	A	①
Common Stock, \$0.01 par value	03/11/2011		M <sup>(2)</sup>		382,653	A	②
Common Stock, \$0.01 par value	03/11/2011		F <sup>(3)</sup>		5,493	D	\$ 14.36

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Common Stock, \$0.01 par value	03/11/2011	F <sup>(4)</sup>	156,123	D	\$ 14.36	324,677	D	
Common Stock, \$0.01 par value						33,075	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)	8. Amount or Number of Shares
Ford Stock Units	<u>(2)</u>	03/11/2011		M <sup>(2)</sup>	382,653	<u>(2)</u> <u>(2)</u>	Common Stock, \$0.01 par value	382,653
Ford Stock Units	<u>(1)</u>	03/11/2011		M <sup>(1)</sup>	13,461	<u>(1)</u> <u>(1)</u>	Common Stock, \$0.01 par value	13,461

## Reporting Owners

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

## Signatures

Jerome F. Zaremba,  
Attorney-in-Fact

03/14/2011

\_\_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 Units into shares of Common Stock under the Company's 1998 Long-Term Incentive Plan.
- (2) The reported transaction involved the conversion, without payment by me, of Ford Stock Units into shares of Common Stock under the Company's 2008 Long-Term Incentive Plan.
- (3) 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.
- (4) 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 2008 Long-Term Incentive Plan.

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.