

FORD WILLIAM CLAY JR  
 Form 5  
 February 13, 2009

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**FORD WILLIAM CLAY JR**  
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Exec. Chairman and Chairman

**FORD MOTOR COMPANY, ONE AMERICAN ROAD**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

**DEARBORN, MI 48126**  
 (City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) Amount or (D) Price			
Class B Stock, \$0.01 par value	01/07/2008	Â	G	6,128 A \$0	189,912	I	By Voting Trust-Children (1)
Class B Stock, \$0.01 par value	01/23/2008	Â	G	7,966 A \$0	197,878	I	By Voting Trust-Children (1)

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Class B Stock, \$0.01 par value	01/07/2008	Â	G	3,870	A	\$ 0	3,361,380	I	By Voting Trust <sup>(2)</sup>
Class B Stock, \$0.01 par value	01/23/2008	Â	G	1,991	D	\$ 0	3,359,389	I	By Voting Trust <sup>(2)</sup>
Class B Stock, \$0.01 par value	01/23/2008	Â	G	15,932	D	\$ 0	3,343,457	I	By Voting Trust <sup>(2)</sup>
Class B Stock, \$0.01 par value	01/07/2008	Â	G	3,870	A	\$ 0	40,167	I	By Spouse <sup>(3)</sup>
Class B Stock, \$0.01 par value	01/23/2008	Â	G	1,991	A	\$ 0	42,158	I	By Spouse <sup>(3)</sup>
Class B Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	29,853	I	By Spouse as Custodian <sup>(4)</sup>
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	186,964	I	By Voting Trust <sup>(2)</sup>
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	103,646	I	By Trust-Children <sup>(5)</sup>
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	14,515	I	By Spouse as Custodian <sup>(4)</sup>
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	12,412	I	By Spouse <sup>(3)</sup>
Common Stock, \$0.01 par value	Â	Â	Â	Â	Â	Â	81,585	I	By Company Plan
	Â	Â	Â	Â	Â	Â	4,956,971	D	Â

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Common  
Stock,  
\$0.01 par  
value

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
					(A)	(D)	Date Exercisable	Expiration Date		
Ford Stock Units	Â	Â	Â	Â	Â	Â	Â (6)	Â (6)	Common Stock, \$0.01 par value	Â
Employee Stock Option (Right to Buy)	\$ 12.49	Â	Â	Â	Â	Â	Â (7)	03/10/2015	Common Stock, \$0.01 par value	Â
Employee Stock Option (Right to Buy)	\$ 16.49	Â	Â	Â	Â	Â	Â (8)	01/04/2014	Common Stock, \$0.01 par value	Â
Employee Stock Option (Right to Buy)	\$ 15.98	Â	Â	Â	Â	Â	Â (9)	12/30/2013	Common Stock, \$0.01 par value	Â
Employee Stock Option (Right to Buy)	\$ 10.78	Â	Â	Â	Â	Â	Â (10)	09/29/2013	Common Stock, \$0.01 par value	Â

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Buy)											
Employee Stock Option (Right to Buy)	\$ 11.09	Â	Â	Â	Â	Â	Â	Â <u>(11)</u>	06/29/2013	Common Stock, \$0.01 par value	Â
Employee Stock Option (Right to Buy)	\$ 7.4	Â	Â	Â	Â	Â	Â	Â <u>(12)</u>	03/30/2013	Common Stock, \$0.01 par value	Â
Employee Stock Option (Right to Buy)	\$ 9.82	Â	Â	Â	Â	Â	Â	Â <u>(13)</u>	01/02/2013	Common Stock, \$0.01 par value	Â
Employee Stock Option (Right to Buy)	\$ 9.44	Â	Â	Â	Â	Â	Â	Â <u>(14)</u>	12/30/2012	Common Stock, \$0.01 par value	Â
Employee Stock Option (Right to Buy)	\$ 9.68	Â	Â	Â	Â	Â	Â	Â <u>(15)</u>	09/29/2012	Common Stock, \$0.01 par value	Â
Employee Stock Option (Right to Buy)	\$ 16.12	Â	Â	Â	Â	Â	Â	Â <u>(16)</u>	06/27/2012	Common Stock, \$0.01 par value	Â
Employee Stock Option (Right to Buy)	\$ 16.42	Â	Â	Â	Â	Â	Â	Â <u>(17)</u>	03/27/2012	Common Stock, \$0.01 par value	Â
Employee Stock Option (Right to Buy)	\$ 15.13	Â	Â	Â	Â	Â	Â	Â <u>(18)</u>	01/30/2012	Common Stock, \$0.01 par value	Â
Employee Stock Option (Right to Buy)	\$ 15.36	Â	Â	Â	Â	Â	Â	Â <u>(19)</u>	01/10/2012	Common Stock, \$0.01 par value	Â



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- (17) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/28/2002), 66% after two years, and in full after three years.
- (18) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (01/31/2002), 66% after two years, and in full after three years.
- (19) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (01/11/2002), 66% after two years, and in full after three years.

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