BOOTH LEWIS W K

Form 4

March 15, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

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Check this box if no longer subject to Section 16. Form 4 or 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).

Common

03/13/2012

Stock,

(Print or Type Responses)

1. Name and Address of Reporting Person *BOOTH LEWIS W K		- - :	2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer		
			RD MOTO			(Che	ck all applicabl	e)
(Last)	(First) (N	Middle) 3. I	Date of Earliest	Transaction				
		*	onth/Day/Year)			Director		% Owner
FORD MO	TOR COMPANY	$^{\prime}$, ONE 03	/13/2012			_X_ Officer (giv	re title Oth below)	er (specify
AMERICA	AN ROAD					below) Execu	tive Vice Presid	lent
	(Street)	4. I	f Amendment,	Date Original	l	6. Individual or J	oint/Group Fili	ng(Check
		File	ed(Month/Day/Y	ear)		Applicable Line) _X_ Form filed by	One Reporting Po	erson
DEARBOR	RN, MI 48126					Form filed by Person	More than One R	eporting
(City)	(State)	(Zip)	Table I - Nor	-Derivative	Securities Acq	quired, Disposed o	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Da	te, if Transac	tion(A) or Di	sposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and 5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Y	Year) (Instr. 8	5)		Owned	(D) or	Ownership
						Following	Indirect (I)	(Instr. 4)
					(A)	Reported	(Instr. 4)	
					(A) or	Transaction(s)		
			Code	V Amount		(Instr. 3 and 4)		

\$0.01 par (1) value Common

 $M^{(1)}$

By Stock, Company 60,722 Ι \$0.01 par Plan value

Code V Amount

(D)

51,022 A

Price

1.96

652,742

D

\$

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)

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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. Transactio Code (Instr. 8)	5. Number of inDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.96	03/13/2012		M <u>(1)</u>	51,022	<u>(1)</u>	03/10/2019	Common Stock, \$0.01 par value	51,022

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

BOOTH LEWIS W K FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126

Executive Vice President

Signatures

Jerome F. Zaremba, Attorney-in-Fact 03/15/2012

**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 option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/11/2009), 66% after two years, and in full after three years.

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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