

PADILLA JAMES J
Form 4
December 05, 2005

FORM 4

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

OMB APPROVAL

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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 *
PADILLA JAMES J

(Last) (First) (Middle)

FORD MOTOR COMPANY, ONE AMERICAN ROAD

(Street)

DEARBORN, MI 48126

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2005

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)
President and COO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, \$0.01 par value | | | | | 413,361 | D | |
| Common Stock, \$0.01 par value | | | | | 51,679 | I | By Company Plan |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (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. 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 31.95 | | | | | (1) 03/11/2009 | Common Stock, \$0.01 par value | (1) |
| Employee Stock Option (Right to Buy) | \$ 22.73 | | | | | (2) 03/09/2010 | Common Stock, \$0.01 par value | (2) |
| BEP Ford Stock Fund Units | (3) | | | | | (3) (3) | Common Stock, \$0.01 par value | (3) |
| DCP Ford Stock Fund Units | (4) | 12/01/2005 | | A(4) | 1,417 | (4) (4) | Common Stock, \$0.01 par value | 514 |
| Employee Stock Option (Right to Buy) | \$ 30.19 | | | | | (5) 03/08/2011 | Common Stock, \$0.01 par value | (5) |
| Employee Stock Option (Right to Buy) | \$ 12.49 | | | | | (6) 03/10/2015 | Common Stock, \$0.01 par value | (6) |
| | \$ 13.26 | | | | | (7) 03/11/2014 | | (7) |

| | | | | | |
|--|----------|------|------------|---|------|
| Employee Stock Option (Right to Buy) | | | | Common Stock, \$0.01 par value | |
| Employee Stock Option (Right to Buy) | \$ 16.91 | (8) | 03/14/2012 | Common Stock, \$0.01 par value | (8) |
| Employee Stock Option (Right to Buy) | \$ 7.55 | (9) | 03/18/2013 | Common Stock, \$0.01 par value | (9) |
| Employee Stock Option (Right to Buy) | \$ 15.47 | (10) | 04/30/2014 | Common Stock, \$0.01 par value | (10) |
| Ford Stock Equivalents | (11) | (11) | (11) | Common Stock, \$0.01 par value | (11) |
| Ford Stock Equivalents | (12) | (12) | (12) | Common Stock, \$0.01 par value | (12) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PADILLA JAMES J FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126 | X | | President and COO | |

Signatures

s/Kathryn S. Lamping,
Attorney-in-Fact

12/05/2005

**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 (3/12/1999), 66% after two years, and in full after three years.
- (2) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (3/10/2000), 66% after two years, and in full after three years.
- (3) These Ford Stock Fund Units were credited to my account by the Company, without payment by me, in transactions exempt under Rule 16b-3(c), under the Company's Benefit Equalization Plan, and included in my most recent plan statement. In general, these Ford Stock Fund Units will be converted and distributed to me, without payment, in cash, following termination of employment, based on the then current price of a Ford Stock Fund Unit and the then current market value of a share of Common Stock.
- (4) These Ford Stock Fund Units result from dividend equivalents under the Company's Deferred Compensation Plan credited to my account, without payment by me. In general, these Ford Stock Fund Units will be converted and distributed to me, without payment, in cash, after termination of employment, based on the current price of a Ford Stock Fund Unit and the then current market value of a share of Common Stock.
- (5) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (3/9/2001), 66% after two years, and in full after three years.
- (6) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/11/2005), 66% after two years, and in full after three years.
- (7) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/12/2004), 66% after two years, and in full after three years.
- (8) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/15/2002), 66% after two years, and in full after three years.
- (9) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/19/2003), 66% after two years, and in full after three years.
- (10) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (05/01/2004), 66% after two years, and in full after three years.
- (11) These Ford Stock Equivalents were acquired under the Company's 1998 Long-Term Incentive Plan without payment by me. These Ford Stock Equivalents will be converted and distributed to me, without payment, in shares of Common Stock on May 1, 2006.
- (12) These Ford Stock Equivalents were acquired under the Company's 1998 Long-Term Incentive Plan without payment by me. These Ford Stock Equivalents will be converted and distributed to me, without payment, in shares of Common Stock on March 12, 2006.

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.