

FORD MOTOR CO
Form 4
March 14, 2006

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 *
FORD WILLIAM CLAY JR

(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)
03/10/2006

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)
Chairman and CEO

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 | 03/11/2006 | | M ⁽¹⁾ | | 240,288 | A | <u>(1)</u> 6,531,360 |
| Common Stock, \$0.01 par value | 03/11/2006 | | G ⁽²⁾ | | 240,288 | D | <u>(2)</u> 6,291,072 |
| Common Stock, \$0.01 par value | 03/11/2006 | | F ⁽³⁾ | | 339,904 | D | \$ 7.83 5,951,168 |

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| | | | |
|--------------------------------|---------|---|-----------------------------------|
| Common Stock, \$0.01 par value | 80,957 | I | By Company Plan |
| Common Stock, \$0.01 par value | 12,412 | I | By Spouse <u>(4)</u> |
| Common Stock, \$0.01 par value | 30,270 | I | By Spouse as Custodian <u>(5)</u> |
| Common Stock, \$0.01 par value | 55,433 | I | By Trust-Child <u>(6)</u> |
| Common Stock, \$0.01 par value | 186,964 | I | By Voting Trust <u>(7)</u> |

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 required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title An Nu Sha |
| Ford Stock Equivalents | <u>(1)</u> | 03/11/2006 | | <u>M</u> <u>(1)</u> | 240,288 | <u>(1)</u> <u>(1)</u> | Common Stock, \$0.01 par value 24 |
| Ford Stock Equivalents | <u>(8)</u> | 03/10/2006 | | <u>A</u> <u>(8)</u> | 632,587 | <u>(8)</u> <u>(8)</u> | Common Stock, \$0.01 par value 63 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FORD WILLIAM CLAY JR FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126 | X | | Chairman and CEO | |

Signatures

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

03/14/2006

**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 Equivalents into shares of Common Stock under the Company's 1998 Long-Term Incentive Plan.
 - (2) The transaction involved gifts totalling 240,288 shares of Common Stock to the William Clay Ford, Jr. Scholarship Program and other charities.
 - (3) These shares were withheld by the Company to cover my income tax liability relating to (i) a grant to me of Common Stock and (ii) the conversion of Ford Stock Equivalents to shares of Common Stock under the Company's 1998 Long Term Incentive Plan.
 - (4) I disclaim beneficial ownership of these shares owned by my wife.
 - (5) I disclaim beneficial ownership of these shares held by my wife as custodian for my children.
 - (6) I am the trustee of this trust for one of my children. I disclaim beneficial ownership of these shares.
 - (7) I am a trustee of the voting trust. As shown, it holds 186,964 shares of Common Stock for my benefit. I disclaim beneficial ownership of any other shares of Common Stock in said voting trust.
 - (8) 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 10, 2007.

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.