

FORD EDSEL B II
Form 5
February 13, 2009

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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 EDSEL B II

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

FORD MOTOR COMPANY, ONE AMERICAN ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

DEARBORN, MI 48126

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 (A) or Price (D) | 6. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 7. Nature of Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----------------------------|--|--|---|
| Class B Stock, \$0.01 par value | 02/04/2008 | Â | G | 10,968 D | \$ 0 | 1,400,060 | I | By Voting Trust ⁽¹⁾ |
| Class B Stock, \$0.01 par value | 02/04/2008 | Â | G | 8,226 A | \$ 0 | 516,867 | I | By Voting Trust-Children ⁽²⁾ |

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| | | | | | | | | | |
|--|------------|---|---|---------|---|------|-----------|---|---|
| Class B Stock, \$0.01 par value | 08/07/2008 | Â | G | 666,726 | A | \$ 0 | 1,183,593 | I | By Voting Trust-Children <u>(2)</u> |
| Class B Stock, \$0.01 par value | 02/04/2008 | Â | G | 2,742 | A | \$ 0 | 19,040 | I | By Spouse as Custodian <u>(3)</u> |
| Class B Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 50,196 | I | Custodian <u>(4)</u> |
| Class B Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 32,508 | I | By Spouse <u>(5)</u> |
| Class B Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 63,637 | I | By Child No. 1 Remainder Trust <u>(6)</u> |
| Class B Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 54,546 | I | By Child No. 2 Remainder Trust <u>(7)</u> |
| Common Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 37,555 | I | Custodian <u>(4)</u> |
| Common Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 487,135 | I | By Trust-Children <u>(8)</u> |
| Common Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 4,592 | I | By Spouse as Custodian <u>(3)</u> |
| Common Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 24,321 | I | By Spouse <u>(5)</u> |
| Common Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 17,361 | I | By Company Plan |
| | Â | Â | Â | Â | Â | Â | 2,156,644 | D | Â |

Common
Stock,
\$0.01 par
value

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.

SEC 2270
(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. Price of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable (A) (D) | Expiration Date | Title | Amount or Number of Shares |
| Ford Stock Units | ^ | ^ | ^ | ^ | ^ ^ | ^ (9) ^ (9) | Common Stock, \$0.01 par value | ^ | ^ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FORD EDSEL B II FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126 | ^ X | ^ | ^ | ^ |

Signatures

/s/Jerome F. Zaremba,
Attorney-in-Fact

02/13/2009

__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).

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- (1) I am one of five trustees of the voting trust. As shown, it holds 1,400,060 shares of Class B Stock for my benefit. I disclaim beneficial ownership of any other shares of Class B Stock in said voting trust.
- (2) I am one of five trustees of the voting trust. As shown, it holds 1,183,593 shares of Class B Stock for the benefit of three of my children. I disclaim beneficial ownership of these shares.
- (3) I disclaim beneficial ownership of these shares held by my wife as custodian for one of my children.
- (4) These shares are held by me as custodian for one of my children. I disclaim beneficial ownership of these shares.
- (5) I disclaim beneficial ownership of these shares owned by my wife.
- (6) I am the trustee of this trust for the benefit of one of my children's children. I disclaim beneficial ownership of these shares.
- (7) I am the trustee of this trust for the benefit of one of my children's children. I disclaim beneficial ownership of these shares.
- (8) I am the trustee of these trusts for three of my children. I disclaim beneficial ownership of these shares.

- These Ford Stock Units were acquired under the Company's Deferred Compensation Plan for Non-Employee Directors. In general, these
- (9) Ford Stock Units will be converted and distributed to me, without payment, in cash, on January 10th of the year following termination of Board service, based upon the then current market value of a share of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.