FORD MOTOR CO

Form 4 April 01, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

value

(Print or Type Responses)

1. Name and a FLEMING (Last)	Address of Reporting JOHN (First)	ng Person *_ (Middle)	FORD 3. Date o	MOTO	R (Ticker or T	rading	5	5. Relationship of Issuer (Chec	ck all applicable	
	RKE GMBH, N UILDING A	NIEHL	04/01/2010								
	(Street)		4. If Ame Filed(Mo			ate Original			6. Individual or Jo Applicable Line) _X_ Form filed by		erson
COLOGNI	E, 2M 50725								Person	viore man one Re	porting
(City)	(State)	(Zip)	Tab	le I - No	n-D	Derivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction De (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	Code (Instr. 8	8)	4. Securitie or(A) or Disp (Instr. 3, 4	oosed of and 5) (A) or	of (D)	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)
Common Stock, \$0.01 par value	04/01/2010			Code	V	Amount 26,376	(D)	Price \$ 7.83 (1)	116,555	D	
Common Stock, \$0.01 par value	04/01/2010			M		111,624	A	\$ 7.55 (2)	228,179	D	
Common Stock, \$0.01 par	04/01/2010			M		10,559	A	\$ 7.55 (3)	238,738	D	

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Common Stock, \$0.01 par value	04/01/2010	M	110,686	A	\$ 6.14 (4)	349,424	D	
Common Stock, \$0.01 par value	04/01/2010	M	186,237	A	\$ 1.96 (5)	535,661	D	
Common Stock, \$0.01 par value	04/01/2010	S	445,482	D	\$ 12.8 (6)	90,179	D	
Common Stock, \$0.01 par value						31,013	I	By Company Plan

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

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SEC 1474 (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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 7.55	04/01/2010		M(3)		10,559	<u>(3)</u>	03/18/2013	Common Stock, \$0.01 par value	10,559
Employee Stock Option (Right to Buy)	\$ 7.83	04/01/2010		M <u>(1)</u>		26,376	<u>(1)</u>	03/09/2016	Common Stock, \$0.01 par value	26,370
Employee Stock	\$ 7.55	04/01/2010		M(2)		111,624	(2)	03/04/2017	Common Stock,	111,62

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Option (Right to Buy)							\$0.01 par value	
Employee Stock Option (Right to Buy)	\$ 6.14	04/01/2010	M <u>(4)</u>	110,686	<u>(4)</u>	03/04/2018	Common Stock, \$0.01 par value	110,68
Employee Stock Option (Right to Buy)	\$ 1.96	04/01/2010	M <u>(5)</u>	186,237	<u>(5)</u>	03/10/2019	Common Stock, \$0.01 par value	186,23

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FLEMING JOHN FORD WERKE GMBH NIEHL PLANT, BUILDING A COLOGNE, 2M 50725

Executive Vice President

Signatures

Jerome F. Zaremba, Attorney-in-Fact 04/01/2010

**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 (03/10/2006), 66% after two years, and in full after three years.
- (2) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/05/2007), 66% after two years, and in full after three years.
- (3) The option became 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.
- (4) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/05/2008), 66% after two years, and in full after three years.
- (5) 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.
- (6) The price shown is the weighted average sales price for the reported transaction. The range of prices at which common stock was sold for the reported transaction was \$12.795 to \$12.815. A breakdown of each transaction will provided upon request.

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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