

Edgar Filing: FORD EDSEL B II - Form 4

Common Stock, \$0.01 par value	16,035	I	By Spouse as Custodian <u>(2)</u>
Common Stock, \$0.01 par value	343,421	I	By Trust-Children <u>(3)</u>
Common Stock, \$0.01 par value	131,683	I	Conservatorship <u>(4)</u>
Common Stock, \$0.01 par value	37,555	I	Custodian <u>(5)</u>
Class B Stock, \$0.01 par value	54,546	I	By CF Remainder Trust <u>(6)</u>
Class B Stock, \$0.01 par value	63,637	I	By HF III Remainder Trust <u>(7)</u>
Class B Stock, \$0.01 par value	32,508	I	By Spouse <u>(1)</u>
Class B Stock, \$0.01 par value	30,592	I	By Spouse as Custodian <u>(2)</u>
Class B Stock, \$0.01 par value	1,433,456	I	By Voting Trust <u>(8)</u>
Class B Stock, \$0.01 par value	308,759	I	By Voting Trust - Children <u>(9)</u>
Class B Stock, \$0.01 par value	162,480	I	Conservatorship <u>(4)</u>
	50,196	I	Custodian <u>(5)</u>

Class B
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 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. 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. 5)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Ford Stock Units	(10)	12/01/2005		A(10)	293	(10)	(10)	Common Stock, \$0.01 par value	293	(10)

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/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) I disclaim beneficial ownership of these shares owned by my wife.
- (2) I disclaim beneficial ownership of these shares held by my wife as custodian for my children.
- (3) I am the trustee of these trusts for two of my children. I disclaim beneficial ownership of these shares.
- (4) I disclaim beneficial ownership of these shares which are held by me as conservator for one of my children.
- (5) These shares are held by me as custodian for one of my children. I disclaim beneficial ownership of these shares.
- (6) I am the trustee of this trust for the benefit of Calvin R. Ford's children. I disclaim beneficial ownership of these shares.
- (7) I am the trustee of this trust for the benefit of Henry Ford III's children. I disclaim beneficial ownership of these shares.
- (8) I am one of five trustees of the voting trust. As shown, it holds 1,433,456 shares of Class B Stock for my benefit. I disclaim beneficial ownership of any other shares of Class B Stock in said voting trust.
- (9) I am one of five trustees of the voting trust. As shown, it holds 308,759 shares of Class B Stock for the benefit of two of my children. I disclaim beneficial ownership of these shares.

These Ford Stock Units result from dividend equivalents credited to my account by the Company, without payment by me, under the Company's Deferred Compensation Plan for Non-Employee Directors. In general, these 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.
- (10)

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.