FORD MOTOR CO

Form 4

March 07, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB Number:

5. Relationship of Reporting Person(s) to

Issuer

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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 See Instruction

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

BANNISTER MICHAEL E

			FORD MOTOR CO [F]					(Check all applicable)				
(Mont			(Month/D	Date of Earliest Transaction onth/Day/Year) /05/2008					Director 10% Owner X Officer (give title Other (specify below)			
DEARBOR	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) DEARBORN, MI 48126					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		med 3. 4. Securities Acquired on Date, if Transaction(A) or Disposed of (D) Code (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)				
Common Stock, \$0.01 par value	03/05/2008			M(1)		11,924	A	<u>(1)</u>	32,193	D		
Common Stock, \$0.01 par value	03/05/2008			F(2)		4,865	D	\$ 6.14	27,328	D		
Common Stock, \$0.01 par	03/05/2008			A(3)		15,855	A	(3)	43,183	D		

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value

Common Stock, \$0.01 par value	03/05/2008	F(2)	6,469	D	\$ 6.14	36,714	D	
Common Stock, \$0.01 par value						7,017	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 Securities Code Acquired (A) or (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 6.14	03/05/2008		A(4)	283,018		<u>(4)</u>	03/04/2018	Common Stock, \$0.01 par value
Ford Stock Equivalents	<u>(1)</u>	03/05/2008		M <u>(1)</u>		11,924	<u>(1)</u>	<u>(1)</u>	Common Stock, \$0.01 par value
Ford Stock Units	<u>(5)</u>	03/05/2008		A(5)	47,503		<u>(5)</u>	<u>(5)</u>	Common Stock, \$0.01 par value
Ford Stock Units	<u>(6)</u>	03/05/2008		A <u>(6)</u>	99,337		<u>(6)</u>	<u>(6)</u>	Common Stock, \$0.01 par value

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BANNISTER MICHAEL E FORD MOTOR CREDIT COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126

Executive Vice President

Signatures

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

03/07/2008

**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) These shares were withheld by the Company to cover my income tax liability relating to a grant to me of Common Stock under the Company's 1998 Long-Term Incentive Plan.
- (3) These shares were acquired under the Company's 1998 Long-Term Incentive Plan without payment by me.
- This option was granted under the Company's 1998 Long-Term Incentive Plan without payment by me. The option is 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) These Ford Restricted Stock Units were acquired under the Company's 1998 Long-Term Incentive Plan without payment by me. These Ford Restricted Stock Units will be converted and distributed to me, without payment, in shares of Common Stock on March 5, 2010.
- (6) These Ford Restricted Stock Units were acquired under the Company's 1998 Long-Term Incentive Plan without payment by me. These Ford Restricted Stock Units will be converted and distributed to me, without payment, in shares of Common Stock on March 5, 2011.

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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