

Smither Nicholas J.  
Form 4  
January 07, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Smither Nicholas J.

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)  
FORD MOTOR COMPANY, ONE AMERICAN ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/05/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Group Vice President

DEARBORN, MI 48126

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value	01/05/2011		M		25,000	A	\$ 13.26
Common Stock, \$0.01 par value	01/05/2011		M		23,000	A	\$ 12.49
Common Stock, \$0.01 par value	01/05/2011		S		27,094	D	\$ 18 (1)

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Common Stock, \$0.01 par value	01/05/2011	F	15,156	D	\$ 17.89	84,909	D	
Common Stock, \$0.01 par value						1,975	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. 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 13.26	01/05/2011		M <sup>(2)</sup>	25,000	<u>(2)</u>	03/11/2014	Common Stock, \$0.01 par value	25,000
Employee Stock Option (Right to Buy)	\$ 12.49	01/05/2011		M <sup>(3)</sup>	23,000	<u>(3)</u>	03/10/2015	Common Stock, \$0.01 par value	23,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smither Nicholas J. FORD MOTOR COMPANY ONE AMERICAN ROAD			Group Vice President	

DEARBORN, MI 48126

## Signatures

Jerome F. Zaremba,  
Attorney-in-Fact

01/07/2011

\_\_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 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 \$18.00 to \$18.01. A breakdown of each transaction will be provided upon request.
  - (2) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/12/2004), 66% after two years, and in full after three years.
  - (3) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/11/2005), 66% after two years, and in full after three years.

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.