

BOOTH LEWIS W K
Form 4
March 07, 2008

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 *
BOOTH LEWIS W K

(Last) (First) (Middle)
FORD OF EUROPE, 17
BROADWICK STREET
(Street)

LONDON, X0 W1F ODJ

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 | (D) | Price |
| Common Stock, \$0.01 par value | 03/05/2008 | | M ⁽¹⁾ | | 12,776 | A | ① 99,985 |
| Common Stock, \$0.01 par value | 03/05/2008 | | F ⁽²⁾ | | 4,657 | D | \$ 6.14 95,328 |
| Common Stock, \$0.01 par value | 03/05/2008 | | A ⁽³⁾ | | 15,855 | A | ③ 111,183 |

| | | | | | | | | |
|--------------------------------|------------|--------------|-------|---|---------|---------|---|-----------------|
| Common Stock, \$0.01 par value | 03/05/2008 | <u>F</u> (2) | 5,780 | D | \$ 6.14 | 105,403 | D | |
| Common Stock, \$0.01 par value | | | | | | 34,755 | I | By Company Plan |

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Employee Stock Option (Right to Buy) | \$ 6.14 | 03/05/2008 | | <u>A</u> (4) | | 377,358 | <u>(4)</u> | 03/04/2018 | Common Stock, \$0.01 par value |
| Ford Stock Equivalents | <u>(1)</u> | 03/05/2008 | | <u>M</u> (1) | | 12,776 | <u>(1)</u> | <u>(1)</u> | Common Stock, \$0.01 par value |
| Ford Stock Units | <u>(5)</u> | 03/05/2008 | | <u>A</u> (5) | | 81,913 | <u>(5)</u> | <u>(5)</u> | Common Stock, \$0.01 par value |
| Ford Stock Units | <u>(6)</u> | 03/05/2008 | | <u>A</u> (6) | | 108,807 | <u>(6)</u> | <u>(6)</u> | Common Stock, \$0.01 par value |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

BOOTH LEWIS W K
FORD OF EUROPE
17 BROADWICK STREET
LONDON, X0 W1F ODJ

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.
- (4) 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.