MAYS J C Form 4 March 09, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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(b).

1. Name and Address of Reporting Person * **MAYS J C**

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

(Last)

(First) (Middle) FORD MOTOR CO [F] 3. Date of Earliest Transaction

(Check all applicable)

FORD MOTOR COMPANY, 21175

OAKWOOD BLVD.

(Month/Day/Year)

X_ Officer (give title below)

10% Owner Other (specify

03/05/2010

below) Group Vice President

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

DEARBORN, MI 48124

	,						Person		
(City)	(State)	(Zip) Table	e I - Non-Do	erivative S	ecurit	ies Acq	quired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			Securities Form Beneficially (D) Owned Indi	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock,			Code V	Amount	(D)	Price	(msu. 3 and 4)		
\$0.01 par value	03/05/2010		M <u>(1)</u>	36,536	A	<u>(1)</u>	88,614	D	
Common Stock, \$0.01 par value	03/05/2010		F(2)	14,907	D	\$ 13	73,707	D	
Common Stock, \$0.01 par value							22,995	I	By Company Plan

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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 onDerivative 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. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Ford Stock Units	(1)	03/05/2010		M <u>(1)</u>	36,536	<u>(1)</u>	<u>(1)</u>	Common Stock, \$0.01 par value	36,536	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

MAYS J C

FORD MOTOR COMPANY 21175 OAKWOOD BLVD. DEARBORN, MI 48124

Group Vice President

Deletionship

Signatures

Jerome F. Zaremba, Attorney-in-Fact 03/09/2010

**Signature of Reporting Person Da

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 Units 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.

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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