

FORD WILLIAM CLAY JR
Form 4
August 23, 2007

FORM 4

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

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 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 *
FORD WILLIAM CLAY JR

(Last) (First) (Middle)

FORD MOTOR COMPANY, ONE AMERICAN ROAD

(Street)

DEARBORN, MI 48126

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2007

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)
Exec. Chairman and Chairman

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value	08/01/2007		C		169,494	A	11
Common Stock, \$0.01 par value	08/01/2007		A		104,808	A	11
Common Stock, \$0.01 par value					80,514	I	By Company Plan

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Common Stock, \$0.01 par value	12,412	I	By Spouse ⁽²⁾
Common Stock, \$0.01 par value	14,515	I	By Spouse as Custodian ⁽³⁾
Common Stock, \$0.01 par value	103,646	I	By Trust-Children ⁽⁴⁾
Common Stock, \$0.01 par value	186,964	I	By Voting Trust ⁽⁵⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	
6.50% Cum. Convertible Trust Preferred Sec.	<u>(1)</u>	08/01/2007		C	60,000	<u>(1)</u>	01/15/2032	Common Stock, \$0.01 par value	0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

FORD WILLIAM CLAY JR
FORD MOTOR COMPANY
ONE AMERICAN ROAD
DEARBORN, MI 48126

X

Exec.
Chairman and
Chairman

Signatures

/s/Peter J. Sherry, Jr.,
Attorney-in-Fact

08/23/2007

__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).

The reporting person converted 60,000 6.50% Cumulative Convertible Trust Preferred Securities on August 1, 2007 pursuant to an issuer conversion offer resulting in the acquisition of (i) 169,494 shares of common stock pursuant to the original conversion terms of the 6.50%

- (1) Cumulative Convertible Trust Preferred Securities of 2.8249 shares of common stock for each Trust Preferred Security tendered and (ii) 104,808 shares of common stock pursuant to a premium in the issuer conversion offer of 1.7468 shares of common stock for each Trust Preferred Security tendered.
- (2) I disclaim beneficial ownership of these shares owned by my wife.
- (3) I disclaim beneficial ownership of these shares held by my wife as custodian for two of my children.
- (4) I am the trustee of these trusts for two of my children. I disclaim beneficial ownership of these shares.
- (5) I am a trustee of the voting trust. As shown, it holds 186,964 shares of Common Stock and 3,319,744 shares of Class B Stock for my benefit. I disclaim beneficial ownership of any other shares of Common Stock or Class B Stock in said voting trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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