

FORD WILLIAM CLAY JR
 Form 5
 February 10, 2012

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
FORD WILLIAM CLAY JR
 (Last) (First) (Middle)

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

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

FORD MOTOR COMPANY, ONE AMERICAN ROAD
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2011

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

6. Individual or Joint/Group Reporting

(check applicable line)

DEARBORN, MI 48126
 (City) (State) (Zip)

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 (A) or Price (D) | 6. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 7. Nature of Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----------------------------|--|--|---|
| Class B Stock, \$0.01 par value | 01/06/2011 | Â | G | 1,434 A | \$ 0 | 4,015,633 | I | By Voting Trust ⁽¹⁾ |
| Class B Stock, \$0.01 par value | 01/06/2011 | Â | G | 6,453 D | \$ 0 | 4,009,180 | I | By Voting Trust ⁽¹⁾ |

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| | | | | | | | | | |
|--|------------|---|---|---------|---|------|-----------|---|---|
| Class B Stock, \$0.01 par value | 02/25/2011 | Â | G | 133,512 | D | \$ 0 | 3,875,668 | I | By Voting Trust <u>(1)</u> |
| Class B Stock, \$0.01 par value | 04/06/2011 | Â | G | 747,661 | D | \$ 0 | 3,128,007 | I | By Voting Trust <u>(1)</u> |
| Class B Stock, \$0.01 par value | 08/29/2011 | Â | G | 111,048 | A | \$ 0 | 3,239,055 | I | By Voting Trust <u>(1)</u> |
| Class B Stock, \$0.01 par value | 01/06/2011 | Â | G | 2,151 | A | \$ 0 | 67,772 | I | By Spouse <u>(2)</u> |
| Class B Stock, \$0.01 par value | 01/06/2011 | Â | G | 8,604 | A | \$ 0 | 399,757 | I | By Voting Trust-Children <u>(3)</u> |
| Class B Stock, \$0.01 par value | 02/25/2011 | Â | G | 133,512 | A | \$ 0 | 133,512 | I | By Spouse as Trustee <u>(4)</u> |
| Common Stock, \$0.01 par value | 09/02/2011 | Â | G | 132,092 | D | \$ 0 | 3,908,062 | D | Â |
| Common Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 12,412 | I | By Spouse <u>(2)</u> |
| Common Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 6,245 | I | By Spouse as Custodian <u>(5)</u> |
| Common Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 152,594 | I | By Trust-Children <u>(6)</u> |
| Common Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 186,964 | I | By Voting Trust <u>(7)</u> |
| | Â | Â | Â | Â | Â | Â | 84,010 | I | |

| | | | | | | | | | | |
|---------------------------------|---|---|---|---|---|---|--------|---|--|---------------------------------------|
| Common Stock, \$0.01 par value | | | | | | | | | | By Company Plan |
| Class B Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 11,179 | I | | By Spouse as Custodian ⁽⁵⁾ |

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 2270 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 16.42 | Â | Â | Â | Â Â Â ⁽⁸⁾ | 03/27/2012 | Common Stock, \$0.01 par value 66,845 |
| Employee Stock Option (Right to Buy) | \$ 16.12 | Â | Â | Â | Â Â Â ⁽⁹⁾ | 06/27/2012 | Common Stock, \$0.01 par value 67,446 |
| Employee Stock Option (Right to Buy) | \$ 15.98 | Â | Â | Â | Â Â Â ⁽¹⁰⁾ | 12/30/2013 | Common Stock, \$0.01 par value 62,396 |
| Employee Stock Option (Right to Buy) | \$ 16.49 | Â | Â | Â | Â Â Â ⁽¹¹⁾ | 01/04/2014 | Common Stock, \$0.01 par value 1,587,301 |

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|--------------------------------------|----------|---|---|---|---|---|---|---------------|---------------|--------------------------------|-----------|
| Employee Stock Option (Right to Buy) | \$ 12.49 | Â | Â | Â | Â | Â | Â | Â <u>(12)</u> | 03/10/2015 | Common Stock, \$0.01 par value | 1,685,393 |
| Employee Stock Option (Right to Buy) | \$ 2.84 | Â | Â | Â | Â | Â | Â | Â <u>(13)</u> | 03/26/2019 | Common Stock, \$0.01 par value | 3,470,000 |
| Employee Stock Option (Right to Buy) | \$ 12.98 | Â | Â | Â | Â | Â | Â | Â <u>(14)</u> | 08/04/2020 | Common Stock, \$0.01 par value | 1,320,754 |
| Employee Stock Option (Right to Buy) | \$ 12.69 | Â | Â | Â | Â | Â | Â | Â <u>(15)</u> | 03/02/2020 | Common Stock, \$0.01 par value | 485,436 |
| Employee Stock Option (Right to Buy) | \$ 14.76 | Â | Â | Â | Â | Â | Â | Â <u>(16)</u> | 03/02/2021 | Common Stock, \$0.01 par value | 412,735 |
| Ford Stock Units | Â | Â | Â | Â | Â | Â | Â | Â <u>(17)</u> | Â <u>(17)</u> | Common Stock, \$0.01 par value | 1,786,074 |
| Ford Stock Units | Â | Â | Â | Â | Â | Â | Â | Â <u>(18)</u> | Â <u>(18)</u> | Common Stock, \$0.01 par value | 253,742 |
| Ford Stock Units | Â | Â | Â | Â | Â | Â | Â | Â <u>(19)</u> | Â <u>(19)</u> | Common Stock, \$0.01 par value | 2,568 |
| BEP Ford Stock Fund Units | Â | Â | Â | Â | Â | Â | Â | Â <u>(20)</u> | Â <u>(20)</u> | Common Stock, \$0.01 par value | 0 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

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

X Exec. Chairman and Chairman

Signatures

Jerome F. Zaremba,
Attorney-in-Fact

02/10/2012

**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) I am one of five trustees of the voting trust. As shown, it holds 3,239,055 shares of Class B Stock for my benefit. I disclaim beneficial ownership of any other shares of Class B Stock in said voting trust.
- (2) I disclaim beneficial ownership of these shares owned by my wife.
- (3) I am one of five trustees of the voting trust. As shown, it holds 399,757 shares of Class B Stock for the benefit of three of my children. I disclaim beneficial ownership of these shares.
- (4) I disclaim beneficial ownership of these shares held by my wife as trustee of this trust for the benefit of my descendants.
- (5) I disclaim beneficial ownership of these shares held by my wife as custodian for one of my children.
- (6) I am the trustee of these trusts for three of my children. I disclaim beneficial ownership of these shares.
- (7) I am a trustee of the voting trust. As shown, it holds 186,964 shares of Common Stock for my benefit. I disclaim beneficial ownership of any other shares of Common Stock in said voting trust.
- (8) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/28/2002), 66% after two years, and in full after three years.
- (9) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (06/28/2002), 66% after two years, and in full after three years.
- (10) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (12/31/2003), 66% after two years, and in full after three years.
- (11) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (01/05/2004), 66% after two years, and in full after three years.
- (12) The 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.
- (13) The option became exercisable to the extent of 33% of the shares optioned as of August 5, 2010, 66% of the shares optioned after two years from the date of grant (03/27/2009), and in full after three years from the date of grant (03/27/2009).
- (14) This option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (08/05/2010), 66% after two years, and in full after three years.
- (15) This option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/03/2010), 66% after two years, and in full after three years.
- (16) This option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/03/2011), 66% after two years, and in full after three years.
- (17) These Ford Restricted Stock Units were acquired under the Company's 2008 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 August 5, 2012.
- (18) These Ford Restricted Stock Units were acquired under the Company's 2008 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 3, 2013.
- (19)

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These Ford Stock Units were acquired under the Company's Deferred Compensation Plan for Non-Employee Directors. In general, these Ford Stock Units will be converted and distributed to me, without payment, in cash, on January 10th of the year following termination of Board service, based upon the then current market value of a share of Common Stock.

- (20) These Ford Stock Fund Units were credited to my account by the Company, without payment by me, in transactions exempt under Rule 16b-3(c), under the Company's Benefit Equalization Plan, and included in my most recent plan statement. In general, these Ford Stock Fund Units will be converted and distributed to me, without payment, in cash, following termination of employment, based on the then current price of a Ford Stock Fund Unit and the then current market value of a share of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.