

Smither Nicholas J.
Form 4
October 05, 2010

FORM 4

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

OMB APPROVAL

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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)
10/04/2010

____ 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 or Price | | |
| Common Stock, \$0.01 par value | 10/04/2010 | | M | | 93,118 A \$ 1.96 (1) | D | |
| Common Stock, \$0.01 par value | 10/04/2010 | | M | | 21,170 A \$ 6.14 (2) | D | |
| Common Stock, \$0.01 par value | 10/04/2010 | | M | | 15,429 A \$ 7.55 (3) | D | |

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| | | | | | | | | |
|--------------------------------|------------|---|---------|---|----------------|---------|---|-----------------|
| Common Stock, \$0.01 par value | 10/04/2010 | M | 8,500 | A | \$ 7.55 (4) | 217,376 | D | |
| Common Stock, \$0.01 par value | 10/04/2010 | S | 106,099 | D | \$ 12.8 | 111,277 | D | |
| Common Stock, \$0.01 par value | 10/04/2010 | S | 32,118 | D | \$ 12.81 | 79,159 | D | |
| Common Stock, \$0.01 par value | | | | | | 1,982 | I | By Company Plan |

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

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(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) | \$ 7.55 | 10/04/2010 | | M(4) | 8,500 | (4) 03/18/2013 | Common Stock, \$0.01 par value | 8,500 |
| Employee Stock Option (Right to Buy) | \$ 7.55 | 10/04/2010 | | M(3) | 15,429 | (3) 03/04/2017 | Common Stock, \$0.01 par value | 15,429 |
| | \$ 1.96 | 10/04/2010 | | M(1) | 93,118 | (1) 03/10/2019 | | 93,118 |

| | | | | | | | | | |
|--|---------|------------|------------------|--------|------------|------------|--|---|--------|
| Employee Stock Option (Right to Buy) | | | | | | | | Common Stock, \$0.01 par value | |
| Employee Stock Option (Right to Buy) | \$ 6.14 | 10/04/2010 | M ⁽²⁾ | 21,170 | <u>(2)</u> | 03/04/2018 | | Common Stock, \$0.01 par value | 21,170 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smither Nicholas J. FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126 | | | Group Vice President | |

Signatures

Jerome F. Zaremba,
Attorney-in-Fact

10/05/2010

**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) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/11/2009), 66% after two years, and in full after three years.
- (2) This option became 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.
- (3) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/05/2007), 66% after two years, and in full after three years.
- (4) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/19/2003), 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.