

Odell Stephen T  
 Form 4  
 November 05, 2010

**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 \*  
 Odell Stephen T

(Last) (First) (Middle)

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)  
 11/05/2010

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)  
 Group 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 (Instr. 4)
			Code	V	Amount or Price		
Common Stock, \$0.01 par value	11/05/2010		M		22,000 A \$ 7.55 (1)	64,648	D
Common Stock, \$0.01 par value	11/05/2010		M		26,000 A \$ 13.26 (2)	90,648	D
Common Stock, \$0.01 par value	11/05/2010		M		28,000 A \$ 12.49 (3)	118,648	D

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Common Stock, \$0.01 par value	11/05/2010	M	22,000	A	<u>\$ 7.83</u> (4)	140,648	D
Common Stock, \$0.01 par value	11/05/2010	M	45,378	A	<u>\$ 7.55</u> (5)	186,026	D
Common Stock, \$0.01 par value	11/05/2010	M	58,503	A	<u>\$ 6.14</u> (6)	244,529	D
Common Stock, \$0.01 par value	11/05/2010	M	62,078	A	<u>\$ 1.96</u> (7)	306,607	D
Common Stock, \$0.01 par value	11/05/2010	S	263,959	D	\$ <u>15.97</u> (8)	42,648	D

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	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.96	11/05/2010		<u>M</u> <sup>(7)</sup>	62,078	<u>(7)</u>	03/10/2019	Common Stock, \$0.01 par value	62,078
Employee Stock	\$ 6.14	11/05/2010		<u>M</u> <sup>(6)</sup>	58,503	<u>(6)</u>	03/04/2018	Common Stock,	58,503

Option (Right to Buy)								\$0.01 par value	
Employee Stock Option (Right to Buy)	\$ 7.55	11/05/2010	M <sup>(5)</sup>	45,378	(5)	03/04/2017	Common Stock, \$0.01 par value	45,378	
Employee Stock Option (Right to Buy)	\$ 7.83	11/05/2010	M <sup>(4)</sup>	22,000	(4)	03/09/2016	Common Stock, \$0.01 par value	22,000	
Employee Stock Option (Right to Buy)	\$ 12.49	11/05/2010	M <sup>(3)</sup>	28,000	(3)	03/10/2015	Common Stock, \$0.01 par value	28,000	
Employee Stock Option (Right to Buy)	\$ 13.26	11/05/2010	M <sup>(2)</sup>	26,000	(2)	03/11/2014	Common Stock, \$0.01 par value	26,000	
Employee Stock Option (Right to Buy)	\$ 7.55	11/05/2010	M <sup>(1)</sup>	22,000	(1)	03/18/2013	Common Stock, \$0.01 par value	22,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Odell Stephen T ONE AMERICAN ROAD DEARBORN, MI 48126			Group Vice President	

## Signatures

Jerome F. Zaremba,  
Attorney-in-Fact

11/05/2010

          \*\*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).

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- (1) 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.
- (2) This option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/12/2004), 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 (03/11/2005), 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 (03/10/2006), 66% after two years, and in full after three years.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) The price shown is the weighted average sales price for the reported transaction. The range of prices at which common stock was sold for the reported transaction was \$15.960 to \$15.980. A breakdown of each transaction will be provided upon request.

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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