FORD WILLIAM CLAY JR

Form 4 May 11, 2012

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per response... 0.5

January 31,

OMB APPROVAL

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

1(b).

(Print or Type Responses)

1. Name and Addr FORD WILLIA	*	_	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)	3. Date of Earliest Transaction	(c)		
FORD MOTOR COMPANY, ONE AMERICAN ROAD		NY, ONE	(Month/Day/Year) 05/09/2012	X Director 10% Owner X Officer (give title Other (specify below) Exec. Chairman and Chairman		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
DEARBORN, MI 48126			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tal	-Derivative	quired, 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)	med 3. 4. Securities Acquired on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class B			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Stock, \$0.01 par value	05/09/2012		C(1)	150,000 (1)	A	(1)	3,389,055	I	By Voting Trust
Common Stock, \$0.01 par value	05/09/2012		C(1)	150,000 (1)	D	(1)	3,758,062	D	
Class B Stock, \$0.01 par value							67,772	I	By Spouse (2)

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Class B Stock, \$0.01 par value	11,179	I	By Spouse as Custodian (3)
Class B Stock, \$0.01 par value	399,757	I	By Voting Trust-Children
Class B Stock, \$0.01 par value	133,512	I	by Spouse as Trustee (5)
Common Stock, \$0.01 par value	12,412	I	By Spouse (2)
Common Stock, \$0.01 par value	6,245	Ι	By Spouse as Custodian (3)
Common Stock, \$0.01 par value	152,594	Ι	By Trust-Children
Common Stock, \$0.01 par value	186,964	Ι	By Voting Trust (7)
Common Stock, \$0.01 par value	85,190	I	By Company Plan

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo

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(A) or Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date

Exercisable

Expiration Title Amount
Date or

Amount or Number

Shares

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FORD WILLIAM CLAY JR FORD MOTOR COMPANY ONE AMERICAN ROAD	X		Exec. Chairman and				
DEARBORN, MI 48126			Chairman				

Signatures

Jerome F. Zaremba, Attorney-in-Fact

05/11/2012

**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) The reported transactions resulted from an exchange of Common Stock for Class B stock on a one-for-one basis within the Ford Family.
- (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 one of my children.
- (4) 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 benefical ownership of these shares.
- (5) I disclaim beneficial ownership of these shares owned by my wife as Trustee.
- (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. The shares of Common Stock shown are held for my benefit. I disclaim beneficial ownership of any other shares of Common 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. 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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