

Odell Stephen T
 Form 4
 November 05, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| 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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SEC 1474
(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 1.96 | 11/05/2010 | | <u>M</u> ⁽⁷⁾ | 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> ⁽⁶⁾ | 58,503 | <u>(6)</u> 03/04/2018 | Common Stock, | 58,503 |

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