

FORD WILLIAM CLAY JR
 Form 4
 January 04, 2006

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 *
FORD WILLIAM CLAY JR

(Last) (First) (Middle)

FORD MOTOR COMPANY, 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)
12/31/2005

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)
 Chairman and CEO

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)		
				(A) or (D)	Price				
Common Stock, \$0.01 par value	12/31/2005		F ⁽¹⁾	10,297	D	\$ 7.78	6,291,072	D	
Common Stock, \$0.01 par value							80,729	I	By Company Plan
Common Stock, \$0.01 par value							12,412	I	By Spouse ⁽²⁾

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Common Stock, \$0.01 par value		29,826	I	By Spouse as Custodian <u>(3)</u>
Common Stock, \$0.01 par value		55,285	I	By Trust - Child <u>(4)</u>
Common Stock, \$0.01 par value		186,964	I	By Voting Trust <u>(5)</u>
Class B Stock, \$0.01 par value		25,349	I	By Spouse <u>(2)</u>
Class B Stock, \$0.01 par value		55,785	I	By Spouse as Custodian <u>(3)</u>
Class B Stock, \$0.01 par value		3,335,930	I	By Voting Trust <u>(5)</u>
Class B Stock, \$0.01 par value		83,539	I	By Voting Trust-Child <u>(6)</u>

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.

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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)	8. Derivative Securities (Instr. 3 and 4)
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				Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V	(A)	(D)		
Ford Stock Units		<u>(7)</u>					Common Stock, \$0.01 par value	<u>(7)</u>
6.50% Cum. Convertible Trust Preferred Sec.		<u>(8)</u>					Common Stock, \$0.01 par value	<u>(8)</u>
Employee Stock Option (Right to Buy)	\$ 9.82						Common Stock, \$0.01 par value	<u>(9)</u>
Employee Stock Option (Right to Buy)	\$ 16.49						Common Stock, \$0.01 par value	<u>(10)</u>
Employee Stock Option (Right to Buy)	\$ 15.36						Common Stock, \$0.01 par value	<u>(11)</u>
Employee Stock Option (Right to Buy)	\$ 15.13						Common Stock, \$0.01 par value	<u>(12)</u>
Employee Stock Option (Right to Buy)	\$ 12.49						Common Stock, \$0.01 par value	<u>(13)</u>
Employee Stock Option (Right to Buy)	\$ 16.42						Common Stock, \$0.01 par value	<u>(14)</u>
Employee Stock Option	\$ 7.4						Common Stock, \$0.01 par	<u>(15)</u>

(Right to Buy)				value	
Employee Stock Option (Right to Buy)	\$ 16.12	<u>(16)</u>	06/27/2012	Common Stock, \$0.01 par value	<u>(16)</u>
Employee Stock Option (Right to Buy)	\$ 11.09	<u>(17)</u>	06/29/2013	Common Stock, \$0.01 par value	<u>(17)</u>
Employee Stock Option (Right to Buy)	\$ 9.68	<u>(18)</u>	09/29/2012	Common Stock, \$0.01 par value	<u>(18)</u>
Employee Stock Option (Right to Buy)	\$ 10.78	<u>(19)</u>	09/29/2013	Common Stock, \$0.01 par value	<u>(19)</u>
Employee Stock Option (Right to Buy)	\$ 9.44	<u>(20)</u>	12/30/2012	Common Stock, \$0.01 par value	<u>(20)</u>
Employee Stock Option (Right to Buy)	\$ 15.98	<u>(21)</u>	12/30/2013	Common Stock, \$0.01 par value	<u>(21)</u>
Ford Stock Equivalents	<u>(22)</u>	<u>(22)</u>	<u>(22)</u>	Common Stock, \$0.01 par value	<u>(22)</u>

Reporting Owners

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

Signatures

s/Kathryn S. Lamping,
Attorney-in-Fact

01/04/2006

 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) These shares were withheld by the Company to cover my income tax liability relating to a grant to me of Common Stock under the Company's 1998 Long-Term Incentive Plan.
- (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 my children.
- (4) I am the trustee of this trust for one of my children. I disclaim beneficial ownership of these shares.
- (5) I am a trustee of the voting trust. As shown, it holds 186,964 shares of Common Stock and 3,335,930 shares of Class B Stock for my benefit. I disclaim beneficial ownership of any other shares of Common Stock or Class B Stock in said voting trust.
- (6) I am one of five trustees of the voting trust. As shown, it holds 83,539 shares of Class B Stock for the benefit of one of my children. I disclaim beneficial ownership of these shares.
- (7) 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.
- (8) Each 6.50% Cumulative Convertible Trust Preferred Security, issued by Ford Motor Company Capital Trust II, a Delaware business trust, is immediately convertible, at the option of the holder, into 2.8249 shares of Ford Motor Company Common Stock.
- (9) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (01/03/2003), 66% after two years, and in full after three years.
- (10) The option is 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.
- (11) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (1/11/2002), 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 (1/31/2002), 66% after two years, and in full after three years.
- (13) The option is 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.
- (14) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (3/28/2002), 66% after two years, and in full after three years.
- (15) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/31/2003), 66% after two years, and in full after three years.
- (16) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (6/28/2002), 66% after two years, and in full after three years.
- (17) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (06/30/2003), 66% after two years, and in full after three years.
- (18) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (9/30/2002), 66% after two years, and in full after three years.
- (19) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (09/30/2003), 66% after two years, and in full after three years.
- (20) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (12/31/2002), 66% after two years, and in full after three years.
- (21)

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The option is 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.

- (22) These Ford Stock Equivalents were acquired under the Company's 1998 Long-Term Incentive Plan without payment by me. These Ford Stock Equivalents will be converted and distributed to me, without payment, in shares of Common Stock on March 11, 2006.

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.