

FORD EDSEL B II
Form 4
February 10, 2011

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 EDSEL B II

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 (Month/Day/Year)
03/01/1999

Director 10% Owner
 Officer (give title below) Other (specify below)

FORD MOTOR COMPANY, ONE AMERICAN ROAD

(Street)

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

DEARBORN, MI 48126

(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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, \$0.01 par value ⁽¹⁾ | 03/01/1999 | | P | 938 A \$ 58.74 | 43,076 | I | as Trustee ⁽²⁾ |
| Common Stock, \$0.01 par value ⁽¹⁾ | 06/01/1999 | | P | 968 A \$ 57.38 | 44,044 | I | as Trustee ⁽²⁾ |
| Common Stock, \$0.01 par value ⁽¹⁾ | 09/01/1999 | | P | 1,076 A \$ 52.03 | 45,121 | I | as Trustee ⁽²⁾ |

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| | | | | | | | | |
|---|---------------------------|------------------|--------------------------|---|-------------------------|-----------|---|---------------------------|
| Common Stock, \$0.01 par value ⁽¹⁾ | 12/01/1999 | P | 1,149 | A | \$ 50.76 | 46,269 | I | as Trustee ⁽²⁾ |
| Common Stock, \$0.01 par value ⁽¹⁾ | 03/01/2000 | P | 1,414 | A | \$ 41.65 | 47,683 | I | as Trustee ⁽²⁾ |
| Common Stock, \$0.01 par value ⁽¹⁾ | 06/01/2000 | P | 1,240 | A | \$ 48.05 | 48,923 | I | as Trustee ⁽²⁾ |
| Common Stock, \$0.01 par value | 08/02/2000 ⁽³⁾ | J ⁽³⁾ | 1,106,169 ⁽³⁾ | A | ⁽³⁾ | 1,155,093 | I | as Trustee ⁽²⁾ |
| Common Stock, \$0.01 par value | 09/15/2000 | P | 2,314 | A | \$ 26.01 | 1,157,407 | I | as Trustee ⁽²⁾ |
| Common Stock, \$0.01 par value | 12/01/2000 | P | 2,603 | A | \$ 23.85 | 1,160,010 | I | as Trustee ⁽²⁾ |
| Common Stock, \$0.01 par value | 03/01/2001 | P | 2,213 | A | \$ 28.41 | 1,162,223 | I | as Trustee ⁽²⁾ |
| Common Stock, \$0.01 par value | 03/06/2001 | S | 89,132 | D | \$ 28.61 ⁽⁴⁾ | 1,073,092 | I | as Trustee ⁽²⁾ |
| Common Stock, \$0.01 par value | 04/02/2001 | S | 89,131 | D | \$ 27.77 | 983,962 | I | as Trustee ⁽²⁾ |
| Common Stock, \$0.01 par value | 05/01/2001 | S | 89,131 | D | \$ 28.77 | 894,831 | I | as Trustee ⁽²⁾ |
| Common Stock, \$0.01 par value | | | | | | 2,182,935 | D | |
| | | | | | | 16,909 | I | |

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| | | | | |
|--------------------------------|--------------------------------------|---|--|--|
| Common Stock, \$0.01 par value | | | | By Company Plan |
| Common Stock, \$0.01 par value | 24,321 | I | | By Spouse ⁽⁵⁾ |
| Common Stock, \$0.01 par value | 4,592 | I | | By Spouse as Custodian ⁽⁶⁾ |
| Common Stock, \$0.01 par value | 487,135 | I | | By Trust-Children ⁽⁷⁾ |
| Common Stock, \$0.01 par value | 37,555 | I | | Custodian ⁽⁸⁾ |
| Common Stock, \$0.01 par value | 715,459 ⁽²⁾ <u>(9)</u> | I | | as Trustee ⁽²⁾ ⁽⁹⁾ |

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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FORD EDSEL B II FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126 | | X | | |

Signatures

Jerome F. Zaremba,
Attorney-in-Fact

02/10/2011

**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) Prior to the issuer's Value Enhancement Plan distribution on August 2, 2000, the Common Stock par value was \$1.00.
- (2) I am the trustee of this trust which holds these shares for the benefit of my children and other beneficiaries who are not members of my immediate family. I disclaim beneficial ownership of these shares.
- (3) These shares were acquired by the trust without payment and as a result of the issuer's Value Enhancement Plan which had a distribution date of August 2, 2000.
- (4) 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 \$28.469 to \$28.779. A breakdown of each transaction will be provided upon request.
- (5) I disclaim beneficial ownership of these shares owned by my wife.
- (6) I disclaim beneficial ownership of these shares held by my wife as custodian for one of my children.
- (7) I am the trustee of these trusts for three of my children. I disclaim beneficial ownership of these shares.
- (8) These shares are held by me as custodian for one of my children. I disclaim beneficial ownership of these shares.
- (9) The amount shown reflects the number of shares held in the trust for the benefit of my children as of the current reporting date after distributions of shares were made to beneficiaries of the trust who were not members of my immediate family.

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.