

KUZAK DERRICK M
Form 5
February 10, 2012

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
KUZAK DERRICK M

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
FORD MOTOR CO [F]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Group Vice President

FORD MOTOR COMPANY, ONE AMERICAN ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

DEARBORN, MI 48124

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (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	12/27/2011		G	91,857 D	\$ 0 143,849	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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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 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)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
BEP Ford Stock Fund Units	Â	Â	Â	Â	Â	Â	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock, \$0.01 par value	0
Employee Stock Option (Right to Buy)	\$ 16.91	Â	Â	Â	Â	Â	Â	Â ⁽²⁾	03/14/2012	Common Stock, \$0.01 par value	43,000
Employee Stock Option (Right to Buy)	\$ 7.55	Â	Â	Â	Â	Â	Â	Â ⁽³⁾	03/04/2017	Common Stock, \$0.01 par value	545,103
Employee Stock Option (Right to Buy)	\$ 6.14	Â	Â	Â	Â	Â	Â	Â ⁽⁴⁾	03/04/2018	Common Stock, \$0.01 par value	167,707
Employee Stock Option (Right to Buy)	\$ 1.96	Â	Â	Â	Â	Â	Â	Â ⁽⁵⁾	03/10/2019	Common Stock, \$0.01 par value	348,019
Employee Stock Option (Right to Buy)	\$ 12.69	Â	Â	Â	Â	Â	Â	Â ⁽⁶⁾	03/02/2020	Common Stock, \$0.01 par value	76,282
Employee Stock Option	\$ 14.76	Â	Â	Â	Â	Â	Â	Â ⁽⁷⁾	03/02/2021	Common Stock, \$0.01 par	88,443

(Right to Buy)									value
Ford Stock Units	Â	Â	Â	Â	Â	Â	Â (8)	Â (8)	Common Stock, \$0.01 par value 170,369 (8)
Ford Stock Units	Â	Â	Â	Â	Â	Â	Â (9)	Â (9)	Common Stock, \$0.01 par value 8,421 (9)
Ford Stock Units	Â	Â	Â	Â	Â	Â	Â (9)	Â (9)	Common Stock, \$0.01 par value 31,717 (9)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KUZAK DERRICK M FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48124	Â	Â	Â Group Vice President	Â

Signatures

Jerome F. Zaremba,
Attorney-in-Fact

02/10/2012

__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) These Ford Stock Fund Units were credited to my account by the Company, in transactions exempt under Rule 16b-3(c), under the Company's Deferred Compensation Plan, and included in my most recent plan statement. In general, these Ford Stock Fund Units will be converted and distributed to me, without payment, in cash, following termination of employment, based on the then current price of a Ford Stock Fund Unit and the then current market value of a share of Common Stock.
- (2) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/15/2002), 66% after two years, and in full after three years.
- (3) The 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.
- (4) The 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.
- (5) The 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.
- (6) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/03/2010), 66% after two years, and in full after three years.

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- (7) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/03/2011), 66% after two years, and in full after three years.
- (8) These Ford Restricted Stock Units were acquired under the Company's 2008 Long-Term Incentive Plan without payment by me. These Ford Restricted Stock Units will be converted and distributed to me, without payment, in shares of Common Stock on March 3, 2012.
- (9) These Ford Restricted Stock Units were acquired under the Company's 2008 Long-Term Incentive Plan without payment by me. These Ford Restricted Stock Units will be converted and distributed to me, without payment, in shares of Common Stock on March 3, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.