

FORD WILLIAM CLAY JR  
 Form 5  
 February 12, 2010

**FORM 5**

**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).  
 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 \*  
**FORD WILLIAM CLAY JR**  
 (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)

**FORD MOTOR COMPANY, ONE AMERICAN ROAD**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2009**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Exec. Chairman and Chairman

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

6. Individual or Joint/Group Reporting  
 (check applicable line)

**DEARBORN, MI 48126**  
 (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 (A) or Price (D) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----------------------------|--|---|
| Class B Stock, \$0.01 par value | 01/20/2009                           | Â  | G                              | 6,046 A   | \$ 0 48,204                | I  | By Spouse <sup>(1)</sup>                              |
| Class B Stock, \$0.01 par value | 02/10/2009                           | Â  | G                              | 13,903 A  | \$ 0 62,107                | I  | By Spouse <sup>(1)</sup>                              |

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|  |            |   |   |         |   |      |           |   |   |
|--|------------|---|---|---------|---|------|-----------|---|---|
| Class B<br>Stock,<br>\$0.01 par<br>value | 08/20/2009 | Â | G | 190     | D | \$ 0 | 29,663    | I | By Spouse as<br>Custodian <u>(2)</u>      |
| Class B<br>Stock,<br>\$0.01 par<br>value | 10/12/2009 | Â | G | 18,484  | D | \$ 0 | 11,179    | I | By Spouse as<br>Custodian <u>(2)</u>      |
| Class B<br>Stock,<br>\$0.01 par<br>value | 01/20/2009 | Â | G | 54,418  | D | \$ 0 | 3,289,039 | I | By Voting<br>Trust <u>(3)</u>             |
| Class B<br>Stock,<br>\$0.01 par<br>value | 02/10/2009 | Â | G | 13,903  | A | \$ 0 | 3,302,942 | I | By Voting<br>Trust <u>(3)</u>             |
| Class B<br>Stock,<br>\$0.01 par<br>value | 01/20/2009 | Â | G | 24,186  | A | \$ 0 | 222,064   | I | By Voting<br>Trust-Children<br><u>(4)</u> |
| Class B<br>Stock,<br>\$0.01 par<br>value | 02/10/2009 | Â | G | 27,806  | A | \$ 0 | 249,870   | I | By Voting<br>Trust-Children<br><u>(4)</u> |
| Class B<br>Stock,<br>\$0.01 par<br>value | 10/12/2009 | Â | G | 112,852 | A | \$ 0 | 362,722   | I | By Voting<br>Trust-Children<br><u>(4)</u> |
| Class B<br>Stock,<br>\$0.01 par<br>value | 12/21/2009 | Â | G | 15,084  | A | \$ 0 | 377,806   | I | By Voting<br>Trust-Children<br><u>(4)</u> |
| Common<br>Stock,<br>\$0.01 par<br>value  | 11/06/2009 | Â | G | 42,783  | A | \$ 0 | 146,429   | I | By<br>Trust-Children<br><u>(5)</u>        |
| Common<br>Stock,<br>\$0.01 par<br>value  | 12/23/2009 | Â | G | 6,165   | A | \$ 0 | 152,594   | I | By<br>Trust-Children<br><u>(5)</u>        |
| Common<br>Stock,<br>\$0.01 par<br>value  | 11/06/2009 | Â | G | 10,325  | D | \$ 0 | 4,190     | I | By Spouse as<br>Custodian <u>(2)</u>      |
|  | 12/23/2009 | Â | G | 2,055   | A | \$ 0 | 6,245     | I |   |

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|                                |   |   |   |   |   |   |           |   |   |                                       |
|--------------------------------|---|---|---|---|---|---|-----------|---|---|---------------------------------------|
| Common Stock, \$0.01 par value |   |   |   |   |   |   |           |   |   | By Spouse as Custodian <sup>(2)</sup> |
| Common Stock, \$0.01 par value | ^ | ^ | ^ | ^ | ^ | ^ | 186,964   | I |   | By Voting Trust <sup>(3)</sup>        |
| Common Stock, \$0.01 par value | ^ | ^ | ^ | ^ | ^ | ^ | 12,412    | I |   | By Spouse <sup>(1)</sup>              |
| Common Stock, \$0.01 par value | ^ | ^ | ^ | ^ | ^ | ^ | 80,011    | I |   | By Company Plan                       |
| Common Stock, \$0.01 par value | ^ | ^ | ^ | ^ | ^ | ^ | 4,956,971 | D | ^ |                                       |

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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------------|---|-------------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date  | Title   | Amount or Number of Shares    |
| Ford Stock Units                           | ^  | ^                                    | ^  | ^                              | ^ ^   | ^ <sup>(6)</sup>   | ^ <sup>(6)</sup> | Common Stock, \$0.01 par value                                | ^                             |
| Employee Stock                             | \$ 15.36   | ^                                    | ^  | ^                              | ^ ^   | ^ <sup>(7)</sup>   | 01/10/2012       | Common Stock,   | 0 <sup>(7)</sup>              |

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|  |          |   |   |   |   |   |   |                   |            |   |                   |
|--|----------|---|---|---|---|---|---|-------------------|------------|---|-------------------|
| Option<br>(Right to<br>Buy)                      |          |   |   |   |   |   |   |                   |            | \$0.01 par<br>value                     |                   |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 15.13 | Â | Â | Â | Â | Â | Â | Â <sup>(8)</sup>  | 01/30/2012 | Common<br>Stock,<br>\$0.01 par<br>value | 0 <sup>(8)</sup>  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 16.42 | Â | Â | Â | Â | Â | Â | Â <sup>(9)</sup>  | 03/27/2012 | Common<br>Stock,<br>\$0.01 par<br>value | 0 <sup>(9)</sup>  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 16.12 | Â | Â | Â | Â | Â | Â | Â <sup>(10)</sup> | 06/27/2012 | Common<br>Stock,<br>\$0.01 par<br>value | 0 <sup>(10)</sup> |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 9.68  | Â | Â | Â | Â | Â | Â | Â <sup>(11)</sup> | 09/29/2012 | Common<br>Stock,<br>\$0.01 par<br>value | 0 <sup>(11)</sup> |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 9.44  | Â | Â | Â | Â | Â | Â | Â <sup>(12)</sup> | 12/30/2012 | Common<br>Stock,<br>\$0.01 par<br>value | 0 <sup>(12)</sup> |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 9.82  | Â | Â | Â | Â | Â | Â | Â <sup>(13)</sup> | 01/02/2013 | Common<br>Stock,<br>\$0.01 par<br>value | 0 <sup>(13)</sup> |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.4   | Â | Â | Â | Â | Â | Â | Â <sup>(14)</sup> | 03/30/2013 | Common<br>Stock,<br>\$0.01 par<br>value | 0 <sup>(14)</sup> |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 11.09 | Â | Â | Â | Â | Â | Â | Â <sup>(15)</sup> | 06/29/2013 | Common<br>Stock,<br>\$0.01 par<br>value | 0 <sup>(15)</sup> |
| Employee<br>Stock<br>Option                      | \$ 10.78 | Â | Â | Â | Â | Â | Â | Â <sup>(16)</sup> | 09/29/2013 | Common<br>Stock,<br>\$0.01 par          | 0 <sup>(16)</sup> |



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The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (01/11/2002), 66% after two years, and in full after three years.

- (8) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (01/31/2002), 66% after two years, and in full after three years.
- (9) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/28/2002), 66% after two years, and in full after three years.
- (10) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (06/28/2002), 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 (09/30/2002), 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 (12/31/2002), 66% after two years, and in full after three years.
- (13) The option became 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.
- (14) The option became 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.
- (15) The option became 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.
- (16) The option became 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.
- (17) The option became 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.
- (18) The option became 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.
- (19) 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.

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.