FORD MOTOR CO

Form 4

March 13, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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Expires:

5 Deletionship of Deporting Degrap(s) to

January 31, 2005

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obligations may continue. See Instruction

1 Name and Address of Departing De

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BANNISTER MICHAEL E			2. Issuer Name and Ticker or Trading Symbol FORD MOTOR CO [F]				ıg	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date o	f Earliest T				(Che	eck all applicabl	le) % Owner
FORD MOTOR CREDIT COMPANY, ONE AMERICAN ROAD			(Month/Day/Year) 03/11/2009					X_ Officer (give title Other (specify below) below) Executive Vice President		
10.12	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
DEARBOR	RN, MI 48126								More than One R	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative S	Securi	ties Acc	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Execution	emed on Date, if 'Day/Year)	3. Transacti Code (Instr. 8)	(A)			Securities Ownership Inc Beneficially Form: Direct Be Owned (D) or Ox		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common				Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Stock, \$0.01 par value	03/11/2009			A(1)	25,200	A	<u>(1)</u>	61,914	D	
Common Stock, \$0.01 par value	03/11/2009			F(2)	10,282	D	\$ 1.96	51,632	D	
Common Stock, \$0.01 par								8,853	I	By Company Plan

value

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. Transactio Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 1.96	03/11/2009		A(3)	564,356	(3)	03/10/2019	Common Stock, \$0.01 par value	564,35
Ford Stock Units	<u>(4)</u>	03/11/2009		A(4)	34,893	<u>(4)</u>	<u>(4)</u>	Common Stock, \$0.01 par value	34,893

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

BANNISTER MICHAEL E FORD MOTOR CREDIT COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126

Executive Vice President

Signatures

/s/ Jerome F. Zaremba, Attorney-in-Fact 03/13/2009

**Signature of Reporting Person Date

Reporting Owners 2

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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 acquired under the Company's 1998 Long-Term Incentive Plan without payment by me.
- (2) 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.
- (3) This option was granted under the Company's 2008 Long-Term Incentive Plan without payment by me. The option is 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.
- (4) These Ford Restricted Stock Units were acquired under the Company's 1998 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 11, 2011.

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.