### FORD MOTOR CO

Form 4 March 14, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number:

January 31, Expires: 2005

0.5

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Check this box

Form 5 obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person \* **FLEMING JOHN** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

FORD MOTOR CO [F] 3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

Group Vice President

FORD WERKE GMBH, NIEHL PLANT, BUILDING A

(First)

(Street)

(Month/Day/Year) 03/10/2006

X\_ Officer (give title Other (specify below) below)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

**COLOGNE**, 2M 50725

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amou 4. Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date** Underlying Securi Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (Disposed (Instr. 3, 4	of (D)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Employee Stock Option (Right to Buy)	\$ 7.83	03/10/2006		A(1)	40,000		<u>(1)</u>	03/09/2016	Common Stock, \$0.01 par value	40,
Ford Stock Equivalents	(2)	03/10/2006		A(2)	5,175		<u>(2)</u>	<u>(2)</u>	Common Stock, \$0.01 par value	5,1
LTI Rights	(3)	03/10/2006		A(3)	2,300		(3)	<u>(3)</u>	Common Stock, \$0.01 par value	2,3
LTI Rights	<u>(4)</u>	03/10/2006		F(4)		298	<u>(4)</u>	<u>(4)</u>	Common Stock, \$0.01 par value	29
LTI Rights	<u>(5)</u>	03/10/2006		J <u>(5)</u>		2,002	<u>(5)</u>	<u>(5)</u>	Common Stock, \$0.01 par value	2,0

# **Reporting Owners**

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

FLEMING JOHN FORD WERKE GMBH NIEHL PLANT, BUILDING A COLOGNE, 2M 50725

Group Vice President

## **Signatures**

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

03/14/2006

\*\*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).

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- (1) This option was granted under the Company's 1998 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 (03/10/2006), 66% after two years, and in full after three years.
- (2) 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 10, 2007.
- These long-term incentive rights, exempt under Rule 16b-3(d), represent the amount of a Final Award that would have been issued and distributed to me, without payment by me, on this date in shares of Common Stock had I not elected to defer in cash under the Company's Deferred Compensation Plan.
- (4) These LTI rights were withheld by the Company to cover my income tax liability relating to a deferral of a Final Award under the Company's 1998 Long-Term Incentive Plan.
- The reported transaction, exempt under Rule 16b-3, represents the conversion, without payment by me, of long-term incentive rights to (5) the right to receive cash from the Company based on my elections under the Company's Deferred Compensation Plan, after termination of employment.

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.