

FORD EDSEL B II
Form 5
February 10, 2011

FORM 5

OMB APPROVAL

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

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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 EDSEL B II

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

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2010

(Check all applicable)

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 Reporting

(check applicable line)

DEARBORN, MI 48126

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 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 | 08/19/2010 | Â | G | 222,577 | A \$ 0 277,123 | I | By Child No. 2 Remainder Trust ⁽¹⁾ |
| Class B Stock, \$0.01 par value | 08/19/2010 | Â | G | 240,101 | A \$ 0 303,738 | I | By Child No. 1 Remainder Trust ⁽¹⁾ |

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| | | | | | | | | | |
|--|------------|---|---|-----------|---|------|------------------------------------|---|---|
| Class B Stock, \$0.01 par value | 08/19/2010 | Â | G | 257,080 | A | \$ 0 | 257,080 | I | By Child No. 3 Remainder Trust ⁽¹⁾ |
| Class B Stock, \$0.01 par value | 07/23/2010 | Â | G | 22,520 | D | \$ 0 | 0 | I | By Spouse as Custodian ⁽²⁾ |
| Class B Stock, \$0.01 par value | 08/19/2010 | Â | G | 1,386,060 | D | \$ 0 | 80 | I | By Voting Trust ⁽³⁾ |
| Class B Stock, \$0.01 par value | 07/23/2010 | Â | G | 22,520 | A | \$ 0 | 1,216,553 | I | By Voting Trust-Children ⁽⁴⁾ |
| Class B Stock, \$0.01 par value | 08/05/2010 | Â | G | 50,196 | A | \$ 0 | 1,266,749 | I | By Voting Trust-Children ⁽⁴⁾ |
| Class B Stock, \$0.01 par value | 08/19/2010 | Â | G | 719,758 | D | \$ 0 | 546,991 | I | By Voting Trust-Children ⁽⁴⁾ |
| Class B Stock, \$0.01 par value | 09/28/2010 | Â | G | 1,608,302 | A | \$ 0 | 2,155,293 | I | By Voting Trust-Children ⁽⁴⁾ |
| Class B Stock, \$0.01 par value | 08/05/2010 | Â | G | 50,196 | D | \$ 0 | 0 | I | Custodian ⁽⁵⁾ |
| Common Stock, \$0.01 par value | 08/19/2010 | Â | G | 202,690 | D | \$ 0 | <u>1,992,420</u> ⁽⁶⁾ | D | Â |
| Common Stock, \$0.01 par value | 09/21/2010 | Â | G | 8,232 | D | \$ 0 | <u>1,984,188</u> ⁽⁶⁾ | D | Â |
| Common Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | <u>1,972,013</u> ⁽⁷⁾ | D | Â |
| | 07/23/2010 | Â | G | 4,592 | D | \$ 0 | 0 | I | |

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| | | | | | | | | | |
|---------------------------------|------------|---|---|---------|---|------|-----------|---|---------------------------------------|
| Common Stock, \$0.01 par value | | | | | | | | | By Spouse as Custodian ⁽²⁾ |
| Common Stock, \$0.01 par value | 07/23/2010 | Â | G | 42,147 | A | \$ 0 | 529,282 | I | By Trust-Children ⁽⁸⁾ |
| Common Stock, \$0.01 par value | 09/21/2010 | Â | G | 8,232 | A | \$ 0 | 537,514 | I | By Trust-Children ⁽⁸⁾ |
| Common Stock, \$0.01 par value | 09/27/2010 | Â | G | 202,690 | A | \$ 0 | 740,204 | I | By Trust-Children ⁽⁸⁾ |
| Common Stock, \$0.01 par value | 07/23/2010 | Â | G | 37,555 | D | \$ 0 | 0 | I | Custodian ⁽⁵⁾ |
| Common Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 16,909 | I | By Company Plan |
| Common Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 715,459 | I | as Trustee ⁽⁹⁾ |
| Common Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 24,321 | I | By Spouse ⁽¹⁰⁾ |
| Class B Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 1,429,569 | I | as Trustee ⁽⁹⁾ |
| Class B Stock, \$0.01 par value | Â | Â | Â | Â | Â | Â | 32,508 | I | By Spouse ⁽¹⁰⁾ |

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)

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2010 and January 4, 2011, respectively.

- (8) I am the trustee of these trusts for my children. I disclaim beneficial ownership of these shares.
- (9) I am the trustee of this trust which holds these shares for the benefit of my children. I disclaim beneficial ownership of these shares.
- (10) I disclaim beneficial ownership of these shares owned by my wife.

These Ford Stock Units were acquired under the Company's Deferred Compensation Plan for Non-Employee Directors. In general, these

- (11) Ford Stock Units will be converted and distributed to me, without payment, in cash, on January 10th of the year following termination of Board service, based upon the then current market value of a share of Common Stock.

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.