

Odell Stephen T
Form 4
March 14, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Odell Stephen T

(Last) (First) (Middle)

ONE AMERICAN ROAD

(Street)

DEARBORN, MI 48126

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Group Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value	03/11/2011		M ⁽¹⁾		102,040	A	115,402
Common Stock, \$0.01 par value	03/11/2011		M ⁽²⁾		6,636	A	122,038
Common Stock, \$0.01 par value	03/11/2011		F ⁽³⁾		2,419	D	\$ 14.36 119,619

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Common Stock, \$0.01 par value 03/11/2011 F(4) 37,194 D \$ 14.36 82,425 D

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

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(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. 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
Ford Stock Units	(1)	03/11/2011		M(1)	102,040	(1) (1)	Common Stock, \$0.01 par value	102,040
Ford Stock Units	(2)	03/11/2011		M(2)	6,636	(2) (2)	Common Stock, \$0.01 par value	6,636

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Odell Stephen T ONE AMERICAN ROAD DEARBORN, MI 48126			Group Vice President	

Signatures

Jerome F. Zaremba,
Attorney-in-Fact 03/14/2011

**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) The reported transaction involved the conversion, without payment by me, of Ford Stock Units into shares of Common Stock under the Company's 2008 Long-Term Incentive Plan.
- (2) The reported transaction involved the conversion, without payment by me, of Ford Stock Units into shares of Common Stock under the Company's 1998 Long-Term Incentive Plan.
- (3) 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.
- (4) 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 2008 Long-Term Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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