

FORD MOTOR CO

Form 4

August 24, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MAYS J C

(Last) (First) (Middle)

**FORD MOTOR COMPANY, 21175
OAKWOOD BOULEVARD**

(Street)

DEARBORN, MI 48124

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FORD MOTOR CO [F]

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

08/23/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Group Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value	08/23/2005		S		2,520	D	\$ 9.82	2,550	D	
Common Stock, \$0.01 par value	08/24/2005		J ⁽¹⁾		2,550	D	<u>(1)</u>	0	D	
Common Stock, \$0.01 par value								14,819	I	By Company Plan

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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. 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. F Der Sec (In	
				Code	V	(A)	(D)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 17.4					(2)	09/30/2007	Common Stock, \$0.01 par value	(2)
Employee Stock Option (Right to Buy)	\$ 22.65					(3)	03/12/2008	Common Stock, \$0.01 par value	(3)
Employee Stock Option (Right to Buy)	\$ 31.95					(4)	03/11/2009	Common Stock, \$0.01 par value	(4)
BEP Ford Stock Fund Units	(5)					(5)	(5)	Common Stock, \$0.01 par value	(5)
Employee Stock Option (Right to Buy)	\$ 30.19					(6)	03/08/2011	Common Stock, \$0.01 par value	(6)
	\$ 22.73					(7)	03/09/2010		(7)

Employee Stock Option (Right to Buy)				Common Stock, \$0.01 par value	
Employee Stock Option (Right to Buy)	\$ 12.49	<u>(8)</u>	03/10/2015	Common Stock, \$0.01 par value	<u>(8)</u>
Employee Stock Option (Right to Buy)	\$ 13.26	<u>(9)</u>	03/11/2014	Common Stock, \$0.01 par value	<u>(9)</u>
Employee Stock Option (Right to Buy)	\$ 16.91	<u>(10)</u>	03/14/2012	Common Stock, \$0.01 par value	<u>(10)</u>
Employee Stock Option (Right to Buy)	\$ 7.55	<u>(11)</u>	03/18/2013	Common Stock, \$0.01 par value	<u>(11)</u>
Employee Stock Option (Right to Buy)	\$ 17.19	<u>(12)</u>	09/30/2011	Common Stock, \$0.01 par value	<u>(12)</u>
Ford Stock Equivalents	<u>(13)</u>	<u>(13)</u>	<u>(13)</u>	Common Stock, \$0.01 par value	<u>(13)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAYS J C FORD MOTOR COMPANY 21175 OAKWOOD BOULEVARD DEARBORN, MI 48124			Group Vice President	

Signatures

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

08/24/2005

__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 represents a transfer of shares to the reporting person's former spouse pursuant to a divorce decree.
- (2) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (10/01/1997), 66% after two years, and in full after three years.
- (3) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (3/13/1998), 66% after two years, and in full after three years.
- (4) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (3/12/1999), 66% after two years, and in full after three years.
- (5) These Ford Stock Fund Units were credited to my account by the Company, without payment by me, in transactions exempt under Rule 16b-3(c), under the Company's Benefit Equalization Plan, and included in my most recent plan statement. In general, these Ford Stock Fund Units will be converted and distributed to me, without payment, in cash, following termination of employment, based on the then current price of a Ford Stock Fund Unit and the then current market value of a share of Common Stock.
- (6) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (3/9/2001), 66% after two years, and in full after three years.
- (7) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (3/10/2000), 66% after two years, and in full after three years.
- (8) 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.
- (9) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/12/2004), 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 (03/15/2002), 66% after two years, and in full after three years.
- (11) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/19/2003), 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 (10/01/2001), 66% after two years, and in full after three years.
- (13) 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 12, 2006.

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.