#### FORD WILLIAM CLAY JR

Form 4

\$0.01 par

Common

\$0.01 par value

value

Stock,

September 19, 2008

FORI	\ <b>/</b>						OMB	APPROVAL
1 0111	VI T UNITED		URITIES AND EXC Vashington, D.C. 205		GE C	OMMISSION	OMB Number:	3235-0287
Check if no lo	this box		,				Expires:	January 31,
subject Sectior Form 4	to STATE		ANGES IN BENEFI SECURITIES			·		
Form 5 obligat may co See Ins 1(b).	ions Section 17	(a) of the Public	n 16(a) of the Securiti Utility Holding Com Investment Compan	pany .	Act of	1935 or Sectio	n	
(Print or Type	e Responses)							
	Address of Reporting	R Symbo		Гrading		5. Relationship of Issuer	Reporting P	erson(s) to
(I+)	(Einst)		D MOTOR CO [F]		(Check all applicable)			
	(First)  OTOR COMPAN  AN ROAD	(Montl	e of Earliest Transaction h/Day/Year) 8/2008			X Director X Officer (give below)		0% Owner Other (specify
	(Street)		mendment, Date Original Month/Day/Year)			6. Individual or Jo Applicable Line) _X_ Form filed by 0	oint/Group Fi	lling(Check
DEARBO	RN, MI 48126					Form filed by N Person		
(City)	(State)	(Zip) Ta	able I - Non-Derivative S	Securiti	es Acqı	iired, Disposed of	, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	Ownership (Instr. 4)
			Code V Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock, \$0.01 par value	09/18/2008		S 1,000,000	D	\$ 5.05 (1)	4,956,971	D	
Common Stock,						01 202	T	By Company

81,383

14,515

Ι

I

Plan

By Spouse as

Custodian

### Edgar Filing: FORD WILLIAM CLAY JR - Form 4

Common Stock, \$0.01 par value	103,646	I	By Trust-Children
Common Stock, \$0.01 par value	12,412	I	By Spouse
Common Stock, \$0.01 par value	186,964	I	By Voting Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secun Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>F-</b>	Director	10% Owner	Officer	Other			
FORD WILLIAM CLAY JR FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126	X		Exec. Chairman and Chairman				

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### **Signatures**

Jerome F. Zaremba, Attorney-in-Fact

09/19/2008

\*\*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 price shown is the weighted average sales price for the reported transaction. The range of prices at which common stock was sold for the reported transaction was \$5.00 to \$5.095. A breakdown of each transaction will be provided upon request.

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.

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