

FORD MOTOR CO
Form 3
January 11, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| UAW Retiree Medical Benefits Trust | | | (Month/Day/Year) | FORD MOTOR CO [F] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 200 WALKER STREET | | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | ____ Director <input checked="" type="checkbox"/> 10% Owner | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| DETROIT, MI 48207 | | | (give title below) (specify below) | | ____ Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(Instr. 5)

| | | | | | | | |
|---|------------|------------|-------------------------|---|--------|---|--|
| Warrants <u>(1)</u> <u>(2)</u> <u>(3)</u> | 12/31/2009 | 01/01/2013 | Ford Common Stock | 362,391,305 <u>(1)</u> <u>(2)</u> <u>(3)</u> | \$ 9.2 | I | See Explanation of Responses <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |
|---|------------|------------|-------------------------|---|--------|---|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| UAW Retiree Medical Benefits Trust 200 WALKER STREET DETROIT, MI 48207 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| Mary Beth Kuderik, Chief Financial Officer | 01/11/2010 |
|---|------------|

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 UAW Retiree Medical Benefits Trust, organized as a 501(c)(9) Voluntary Employee Beneficiary Association (the "UAW RMBT") is the sole shareholder of VEBA-F Holdings LLC, a Delaware limited liability company (the "LLC") that directly holds the warrants to purchase 362,391,305 shares of Ford Common Stock (the "Warrants"). The Warrants were issued to the LLC on December 11, 2009, in accordance with the UAW Retiree Health Care Settlement Agreement dated March 28, 2008, as amended on July 23, 2009, among and between Ford Motor Company ("Ford"), the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (the "UAW"), and certain class representatives, on behalf of the class of plaintiffs as set forth therein (the "Amended Settlement Agreement") and pursuant to a Securities Exchange Agreement dated as of December 11, 2009 among Ford, the LLC and certain subsidiary guarantors.

(2) On December 31, 2009, in fulfillment of its obligation set forth in Section 12 of the Amended Settlement Agreement to transfer to the UAW RMBT the Warrants and certain other securities and cash held by the LLC, Ford elected to transfer to the UAW RMBT its ownership interest in the LLC.

(3) Generally, the Warrants can be exercised at any time, but the underlying shares cannot be transferred prior to October 1, 2012, unless the closing sale price of Ford Common Stock was above \$11.04 for at least 20 trading days in the 30 consecutive trading days ending on the last trading day in the preceding calendar quarter. Pursuant to a Securityholder and Registration Rights Agreement dated December 11, 2009 between Ford and the LLC, shares of Ford Common Stock issued upon exercise of the Warrants are subject to certain voting restrictions set forth therein.

(4) On December 31, 2009, the UAW RMBT as the sole shareholder of the LLC by consent without a meeting pursuant to Section 18-302(c) of the Delaware Limited Liability Company Act and Article II, Section 10 of the Bylaws of the LLC, adopted a resolution authorizing the dissolution of the LLC and the transfer of all of its assets, including the Warrants, to its sole shareholder, the UAW RMBT. The UAW RMBT expects to complete such dissolution and transfer in the first quarter of 2010.

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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