

BHP BILLITON PLC
Form 6-K
April 08, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

Pursuant to Rule 13a-16 or 15d-16 of

the Securities Exchange Act of 1934

April 03, 2014

<u>Commission File Number</u>	<u>Translation of registrant's name into English; Address of principal executive offices</u>
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	BHP Billiton Plc (REG. NO. 3196209) NEATHOUSE PLACE, LONDON, UNITED KINGDOM
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-	BHP Billiton Limited (ABN 49 004 028 077) 171 COLLINS STREET, MELBOURNE, VICTORIA 3000 AUSTRALIA
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Indicate by check mark whether the registrant files or will
file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the
information contained in this form is also thereby furnishing the

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information to the Commission pursuant to Rule 12g3-2(b) under the
Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the
registrant in connection with Rule 12g3-2(b): 82-.

Issued by:
BHP Billiton Plc

Date:
3 April 2014

To:
London Stock Exchange
Australian Securities Exchange

cc:
JSE Limited
New York Stock Exchange

For Release:
Immediately

Contact:
James Upton +44 (0) 20 7802 7308

BHP Billiton Plc - Notification of Major Interest in Shares

The following notification was received on Wednesday 2 April 2014 by BHP Billiton Plc from Aberdeen Asset Managers Limited relating to major interests in shares of BHP Billiton Plc.

For filings with the FCA include the annex
For filings with issuer exclude the annex

TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARES(i)

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached: (ii)
BHP Billiton PLC

2 Reason for the notification (please tick the appropriate box or boxes):

- An acquisition or disposal of voting rights N/A
- An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached N/A
- An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments N/A
- An event changing the breakdown of voting rights N/A

- Other (please specify): X

Acquisition of Scottish Widows Investment Partnership Group Limited from Lloyds Banking Group on 31 March 2014.

3. Full name of person(s) subject to the notification obligation:(iii)

Aberdeen Asset Managers Limited (and/or acting for its affiliates) as discretionary investment manager on behalf of multiple managed portfolios

4. Full name of shareholder(s) (if different from 3.):(iv)

N/A

5. Date of the transaction and date on which the threshold is crossed or reached:(v)

31 March 2014

6. Date on which issuer notified:

02 April 2014

7. Threshold(s) that is/are crossed or reached:(vi, vii)

5%

8. Notified details:

A: Voting rights attached to shares(viii, ix)

Class/type of shares

if possible using the ISIN CODE

1. GB0000566504

2. GB0000566504

Situation previous to the triggering transaction

Number of Shares

1. 82,076,656

2. 19,578,645

Number of Voting Rights

1. 82,076,656

2. 19,578,645

Resulting situation after the triggering transaction

Number of shares

Direct

1. 114,065,683

2. 19,578,645

Number of voting rights

Direct(xi)

N/A

Indirect(xii)

1. 114,065,683

2. 19,578,645

% of voting rights(x)

Direct

N/A

Indirect

1. 5.40%

2. 0.93%

B: Qualifying Financial Instruments

Resulting situation after the triggering transaction

Type of financial instrument

1. BHP Billiton June 14 PUT Option
2. BHP Billiton July 14 PUT Option

Expiration date(xiii)

1. 20/06/2014
2. 20/07/2014

Exercise/ Conversion Period(xiv)

N/A

Number of voting rights that may be acquired if the instrument is exercised/ converted.

1. 164,000
2. 75,000

% of voting rights

1. 0.01%
2. 0.00%

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments(xv, xvi)

Resulting situation after the triggering transaction

Type of financial instrument

N/A

Exercise price

N/A

Expiration date(xvii)

N/A

Exercise/ Conversion period(xviii)

N/A

Number of voting rights instrument refers to

N/A

% of voting rights(xix, xx)

Nominal

N/A

Delta

N/A

Total (A+B+C)

Number of voting rights

133,644,567

Percentage of voting rights

6.34%

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable:(xxi)

N/A

Proxy Voting:

10. Name of the proxy holder:

N/A

11. Number of voting rights proxy holder will cease to hold:

N/A

12. Date on which proxy holder will cease to hold voting rights:

N/A

13. Additional information:

N/A

14. Contact name:

Kirsty Lyons

15. Contact telephone number:

01224 404111

BHP Billiton Limited ABN 49 004 028 077

Registered in Australia

Registered Office: 171 Collins Street

Melbourne Victoria 3000 Australia

Tel +61 1300 55 4757 Fax +61 3 9609 3015

BHP Billiton Plc Registration number 3196209

Registered in England and Wales

Registered Office: Neathouse Place

London SW1V 1LH United Kingdom

Tel +44 20 7802 4000 Fax +44 20 7802 4111

Members of the BHP Billiton Group which is headquartered in Australia

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date : April 03, 2014

BHP Billiton Plc (REG. NO. 3196209) BHP Billiton Limited (ABN 49 004 028 077)

By: /s/ Nicole Duncan

Name: Nicole Duncan

Title: Company Secretary

(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m)

All

All

Other

Other

Stock

Option
Exercise
Grant

Awards:

Awards:
of Base

Date Fair												
Number of												
Price of												
Value of												
Securities												
Option												
Stock and												
Underlying												
Awards												
Option												
Grant												
Approval												
Threshold												
Target												
Maximum												
Threshold												
Target												
Maximum												
or Units												
Options												
Date												
Awards												
Name	Date	Date	(\$)	(\$)	(\$)	(#)	(#)	(#)	#	(#)⁽³⁾	(\$ / Sh)⁽⁴⁾	(\$)⁽⁵⁾
Alan Mulally	3/28/2008	2/27/2008					906,703					5,204,475
	3/5/2008	2/27/2008							3,561,274		6.14	9,437,376
	3/28/2008	3/12/2008	35,000	3,500,000		5,687,500						
Lewis W. K. Booth	3/28/2008	2/27/2008					162,999					935,614
	3/5/2008	2/27/2008							377,358		6.14	999,999
	3/28/2008	3/12/2008	10,500	1,050,000		1,706,250						
Mark Fields	3/28/2008	2/27/2008					162,999					935,614
	3/5/2008	2/27/2008							377,358		6.14	999,999
	3/28/2008	3/12/2008	13,000	1,300,000		2,112,500						
James D. Farley	3/28/2008	2/27/2008					72,440					415,806
	3/5/2008	2/27/2008							167,707		6.14	444,424
David G. Leitch	3/28/2008	2/27/2008					44,824					257,290
	3/5/2008	2/27/2008							103,773		6.14	274,998
	3/28/2008	3/12/2008		689,000								
Donat R. Leclair												

3/28/2008	2/27/2008			162,999			935,614
3/5/2008	2/27/2008				377,358	6.14	999,999
3/28/2008	3/12/2008	10,500	1,050,000	1,706,250			

(1)The amounts shown in columns (d), (e), and (f) for Messrs. Mulally, Booth, Fields, and Leclair represent the threshold, target, and maximum amounts payable for 2008 performance under the Incentive Bonus Plan. The threshold amounts (column (d)) represent the minimum amount that could have been paid for the level of performance that would have generated a payout under the plan. The target amounts (column (e)) represent the amounts that could have been paid had we achieved 100% of the performance goals. The Incentive Bonus Plan is designed with a sliding scale which allows for payouts exceeding the targets if performance exceeds the performance goals. The maximum amounts (column (f)) represent the maximum amount that could have been paid if we achieved maximum performance for all of the performance goals. The Compensation Committee established these maximum payout limits in order to comply with the tax deduction limits of Code Section 162(m) (see Compensation Discussion and Analysis Tax and Other Considerations A. Internal Revenue Code § 162(m) on pp. 45-46). The Compensation Committee did not establish a maximum payout for Mr. Leitch. The Compensation Committee decided that no payouts would be made under the Incentive Bonus Plan for 2008 performance (see Compensation Discussion and Analysis Executive Summary on p. 29 and Compensation Discussion and Analysis Annual Compensation B. Incentive Bonuses on p 34). Pursuant to his employment agreement, Mr. Farley s bonus was guaranteed and, therefore, his target was not considered an incentive plan award (see Compensation Discussion and Analysis James D. Farley Employment Agreement on pp. 44-45).

(2)For each of the Named Executives the amounts shown in column (h) consist of an opportunity to earn Performance Units. The amount shown represents the target amount of the opportunity. 2008 performance was measured against the metrics and weightings discussed in Compensation Discussion and Analysis Equity-Based Compensation A. Annual Performance Unit and Stock Option Grants on pp. 35-39.

The Restricted Stock Units earned for 2008 performance have a two-year restriction period and will not pay Dividend Equivalents during the restriction period, if dividends are paid on common stock. No Dividend Equivalents

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were paid during the 2008 performance period for this award opportunity. Following the restriction period, shares of Ford common stock will be issued, less shares withheld for tax withholding.

In the 2008 proxy, we disclosed in column (h) an opportunity to earn target amounts of Restricted Stock Units pursuant to a Senior Executive Retention Program (see Compensation Discussion and Analysis Equity Compensation C. Senior Executive Retention Program on p. 40). The value of the net amount of the award opportunity was delivered 50% in stock options and 50% in Performance Units. The Performance Unit portion of the total opportunity shown above was divided equally among three one-year performance periods, 2007, 2008 and 2009, and was valued on the date of grant, March 21, 2007. The 2008 portion of the grant had the same metrics, targets, and weightings as the 2008 Annual Incentive Plan for the 2008 performance period. Likewise, the metrics, targets, and weightings of the 2009 portion of the Performance Unit grant will mirror the Incentive Bonus Plan metrics, targets, and weightings for the 2009 performance period. From 0% to 100% of each portion of the Performance Unit grant can be earned based on performance during the respective performance period. The final awards will be in the form of Restricted Stock Units. No Dividend Equivalents will be paid during the performance period or restriction period. Final awards for the 2007, 2008, and 2009 performance periods will have a three year, two year, and one year restriction period, respectively. Following the restriction periods, shares of Ford common stock will be issued, less any shares withheld to cover tax withholding. We disclosed in the 2008 proxy the entire grant and valued it as of March 21, 2007 even though FAS 123R could be interpreted to require that we disclose the 2007, 2008, and 2009 grants separately for each of the performance years. We disclosed the entire grant in order to provide you with more complete disclosure of the enhanced grant opportunity provided to the participating Named Executives. The 2008 portion of the Restricted Stock Unit opportunity grants and related grant date values are as follows: Mr. Booth: 116,997 (\$671,563); Mr. Fields: 169,977 (\$975,668); Mr. Leitch: 110,375 (\$633,553); and Mr. Leclair: 147,902 (\$848,957). The grant date values for the 2009 portion of the grant will be valued in 2009.

⁽³⁾The amounts shown in column (k) represent 10 year stock option grants. In general, 33% of each stock option grant vests one year after the grant date, 33% after two years, and 34% after three years. Any unexercised options expire after ten years. If a grantee retires, becomes disabled, or dies, his or her options continue to be exercisable up to the normal expiration date. In most other instances of employment termination, all options generally end upon termination of employment or are exercisable for a specified period. Options are subject to certain conditions, including not engaging in competitive activity. Options generally cannot be transferred except through inheritance. In general, each grantee agrees to remain a Ford employee for at least one year from the date of the option grant.

⁽⁴⁾The exercise price of the options is the average of the high and low trading prices of the common stock traded on the NYSE on the effective date of the grant. (See Compensation Discussion and Analysis Equity-Based Compensation D. Timing of Awards and E. Stock Option Exercise Price Determination on pp. 40-41.)

⁽⁵⁾The amounts shown in column (m) represent the full grant date value of each equity-based award shown in the table for each Named Executive computed under FAS 123R.

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65,000		16.07	04/30/2012			
75,000		16.91	03/14/2012			
45,000		30.19	03/08/2011			
39,893		22.73	03/09/2010			
27,198		31.95	03/11/2009			
	167,707	6.14	03/04/2018	42,405	97,107	72,440
45,579	92,542	7.90	11/14/2017			
	103,773	6.14	03/04/2018	162,358	371,800	285,574
256,327	520,423	7.55	03/04/2017			
18,480	9,520	7.83	03/09/2016			
75,000		9.14	05/15/2015			
	377,358	6.14	03/04/2018	236,163	540,813	400,901
389,574	790,957	7.55	03/04/2017			
66,000	34,000	7.83	03/09/2016			
87,500		12.49	03/10/2015			
50,000		13.26	03/11/2014			
42,000		7.55	03/18/2013			
40,000		9.78	12/05/2012			
65,000		16.91	03/14/2012			
40,000		30.19	03/08/2011			
25,387		22.73	03/09/2010			
25,387		31.95	03/11/2009			

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⁽¹⁾Effective September 1, 2006, the Company granted Mr. Mulally 1,000,000 five year performance-based options. The options vest based on the closing price of our common stock on the NYSE reaching certain thresholds that are maintained for a period of at least 30 consecutive trading days as follows: 250,000 options vest after our common stock closes at least \$15 per share for such a period, an additional 250,000 options vest after our common stock closes at least \$20 per share for such a period, an additional 250,000 options vest after our common stock closes at least \$25 per share for such a period, and an additional 250,000 options vest after our common stock closes at least \$30 per share for such a period.

⁽²⁾The table below details the vesting schedule for stock option grants based on the termination date of the relevant grant. In general, option grants vest 33% one year after the grant date, 33% two years after the grant date, and 34% three years after the grant date.

Option Expiration Dates	Option Vesting Dates		
	33%	33%	34%
03/04/2018	03/05/2009	03/05/2010	03/05/2011
11/14/2017	11/15/2008	11/15/2009	11/15/2010
03/04/2017	03/05/2008	03/05/2009	03/05/2010
08/31/2016	09/01/2007	09/01/2008	09/01/2009
03/09/2016	03/10/2007	03/10/2008	03/10/2009
05/15/2015	05/16/2006	05/16/2007	05/16/2008
03/10/2015	03/11/2006	03/11/2007	03/11/2008
03/11/2014	03/12/2005	03/12/2006	03/12/2007
03/18/2013	03/19/2004	03/19/2005	03/19/2006
12/05/2012	12/06/2003	12/06/2004	12/06/2005
04/30/2012	05/01/2003	05/01/2004	05/01/2005
03/14/2012	03/15/2003	03/15/2004	03/15/2005
06/28/2011	06/29/2002	06/29/2003	06/29/2004
03/08/2011	03/09/2002	03/09/2003	03/09/2004
03/09/2010	03/10/2001	03/10/2002	03/10/2003
03/11/2009	03/12/2000	03/12/2001	03/12/2002

⁽³⁾The amount shown for Mr. Mulally consists of the following two awards: (i) a Restricted Stock Unit grant awarded in connection with his joining Ford; and (ii) a Final Award grant of Restricted Stock Units in connection with 2007 performance. On September 1, 2006, we granted Mr. Mulally 600,000 Restricted Stock Units in connection with joining Ford as President and CEO. 200,000 units vested on September 1, 2007, one year after the grant date, another 200,000 units vested two years after the grant date, and the remaining 200,000 units will vest three years after the grant date. When the restrictions lapse, the units are valued based on the closing price of Ford common stock on the NYSE on the date of lapse and paid out in cash as soon as practicable thereafter. In addition, Mr. Mulally was granted a Final Award of 715,230 Restricted Stock Units in March 2008 for 2007 performance against metrics (see immediately following paragraph for discussion of metrics and weightings). The restrictions on this award will lapse on March 5, 2010, and shares of Ford common stock will be issued, less shares withheld for tax withholding.

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For Messrs. Booth, Fields, Leitch, and Leclair, the amounts shown in column (g) represent Final Awards of Restricted Stock Units on March 5, 2008, earned for 2007 performance related to the following programs: (i) annual Performance Unit grant for the 2007 performance year; and (ii) the Senior Executive Retention Program grant related to the 2007 performance year. The restrictions on the Final Awards will lapse on March 5, 2010 and March 5, 2011 for the awards related to the annual Performance Unit grant and the award related to the Senior Executive Retention Program, respectively. When the restrictions lapse, shares of Ford common stock will be issued, less shares withheld for tax withholding. Dividend Equivalents are not paid during the performance period or the restriction period for any of the Final Awards. The performance metrics were the same for the annual Performance Unit grant and the Senior Executive Retention Program grant. The Committee reviewed performance towards the achievement of specific goals relating to the following metrics: Global PBT (55% weight for Corporate and 40% weight for individual Business Units); Business Unit PBT (0% weight for Corporate and 15% weight for individual Business Units); Total Automotive Operating-Related Cash Flow (20% weight); and Cost Performance, Market Share, and Quality (8.33% weight each). The data showed that we mostly met all our performance goals, except for Market Share. Based on its review of performance results, the Committee determined that 88% to 98% of the maximum value of the Restricted Stock Units had been earned. The following table shows the Final Award under each program for the relevant Named Executive:

Named Executive	Annual Performance Unit Grant	Senior Executive Retention Program
	2007 Performance Year	2007 Performance Year
Lewis W. K. Booth	81,913	108,807
Mark Fields	104,198	154,679
David G. Leitch	32,543	99,337
Donat R. Leclair	103,052	133,111

Additionally, the amount shown for Mr. Leitch includes 30,478 Restricted Stock Equivalents awarded in March 2007 for 2006 performance. Restrictions on this award lapsed on March 5, 2009. In 2006, the Committee approved a retention program for certain officers. This program was designed with a maximum award opportunity equal to 150% of the participant's salary. Fifty-percent of the value was a cash bonus paid over a three-year period beginning in 2006 (see column (d) and footnote 1 of the Summary Compensation Table on p. 47). The remaining fifty-percent was a 2006 performance-based Restricted Stock Equivalent grant. The performance metrics were based on achieving certain levels of business unit profitability and business unit quality. A Final Award of Restricted Stock Equivalents was made in March 2007. These Restricted Stock Equivalents had a two-year restriction period. Dividend Equivalents were not paid during the restriction period. The amount shown for Mr. Farley consists of Restricted Stock Units granted in connection with his joining Ford. A grant of 63,291 Restricted Stock Units was made on November 15, 2007. In general, restrictions on this grant lapse 33% one year from the grant date, 33% two years from the grant date, and 34% three years from the grant date. Dividend Equivalents are not paid during the restriction period. When the restrictions lapse, shares of Ford common stock are issued, less shares for tax withholding.

⁽⁴⁾The market value shown was determined by multiplying the number of shares shown in column (g) by the closing price of Ford common stock, \$2.29, on December 31, 2008.

⁽⁵⁾The amounts shown for Messrs. Mulally and Farley consist of a grant of Performance Units granted in 2008. For Messrs. Booth, Fields, Leitch, and Leclair, the amounts shown consist of a grant of Performance Units granted in 2008 and 2007 and Performance Stock Rights granted in 2006. The amounts shown assume that the target amount of each award is earned. In general, the Compensation Committee has determined the effective date of the Final Awards for such grants in March of the year following the performance period. For the Performance Unit grants, the Committee

determined the effective date of the Final Awards to be March 11, 2009. See footnote 2 to the Grants of Plan-Based Awards in 2008 Table on pp. 50-51 for a description of the vesting schedule for the Performance Unit Final Awards. For Performance Stock Rights granted for the 2006-2008 performance period, the Committee awarded unrestricted shares of common stock on March 11, 2009.

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(6)The market value shown was determined by multiplying the number of shares shown in column (i) by the closing price of Ford common stock, \$2.29, on December 31, 2008. The number of shares assumes that the target level of the Performance Units granted in 2008 and the Performance Stock Rights granted in 2006 was achieved. For more information on the Final Awards for 2008 Performance Units and the Performance Stock Rights for the 2006-2008 performance period, see *Equity-Based Compensation* A. Annual Performance Unit and Stock Option Grants and B. Performance Stock Rights sections, respectively, in the *Compensation Discussion and Analysis* on pp. 35-40.

Option Exercises And Stock Vested in 2008

(a) Name	Option Awards		Stock Awards	
	(b) Number of Shares Acquired on Exercise (#)	(c) Value Realized on Exercise (\$)	(d) Number of Shares Acquired on Vesting (#)	(e) Value Realized on Vesting ⁽¹⁾ (\$)
Alan Mulally ⁽²⁾			200,000	892,000
Lewis W. K. Booth ⁽³⁾			28,631	175,222
Mark Fields ⁽³⁾			51,010	312,181
James D. Farley ⁽⁴⁾			20,886	37,595
David G. Leitch ⁽⁵⁾			54,770	434,692
Donat R. Leclair ⁽³⁾			51,010	312,181

⁽¹⁾The amounts shown in column (e) represent the aggregate dollar amount realized by the Named Executives upon the vesting of stock awards. We computed the aggregate dollar amount realized upon vesting by multiplying the number of shares of stock vested by the market value (the closing price of Ford common stock) of the underlying shares on the vesting date.

⁽²⁾For Mr. Mulally, the amount shown in column (d) consists of the lapse of restrictions for 200,000 Restricted Stock Units awarded on September 1, 2006, as part of his compensation arrangement for joining Ford (see column (g) of the Outstanding Equity Awards at 2008 Fiscal Year-End Table and footnote 3 thereto on pp. 52-54).

⁽³⁾For Messrs. Booth, Fields and Leclair, the amounts shown in column (d) consist of the following: (i) lapse of restrictions and conversion to common stock of Restricted Stock Equivalents awarded on March 5, 2007 in connection with a performance-based Restricted Stock Equivalent grant for the 2006 performance period (17,035 shares of common stock each for Messrs. Fields and Leclair and 12,776 shares of common stock for Mr. Booth); and (ii) Final Awards of unrestricted common stock awarded on March 5, 2008, relating to grants of Performance Stock Rights for the 2005-2007 performance period (33,975 shares of common stock each for Messrs. Fields and Leclair and 15,855 shares of common stock for Mr. Booth).

⁽⁴⁾For Mr. Farley, the amount shown in column (d) consists of the lapse of restrictions and conversion to 20,886 shares of common stock of Restricted Stock Units awarded on November 11, 2007, as part of his compensation arrangements

for joining Ford.

⁽⁵⁾For Mr. Leitch, the amounts shown in column (d) consist of the following: (i) the lapse of restrictions and conversion to 50,000 shares of common stock of Restricted Stock Equivalents awarded on May 16, 2005, as part of his compensation arrangements for joining Ford; and (ii) lapse of restrictions and conversion to 4,770 shares of common stock of Restricted Stock Equivalents awarded on March 5, 2007, in connection with a performance-based Restricted Stock Equivalent grant for the 2006 performance period.

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(a) Name	(b) Plan Name	(c) Number of Years Credited Service (#)	(d) Present Value of Accumulated Benefit (\$)	(e) Payments During Last Fiscal Year (\$)
Alan Mulally ⁽²⁾	NA	NA	NA	NA
Lewis W. K. Booth	GRP	11.4	331,138	0
	SERP	31.0	4,583,983	0
	GRP-BEP	11.4	1,185,579	0
	ESAP	31.0	3,022,262	0
Mark Fields	GRP	19.5	260,774	0
	SERP	19.5	853,400	0
	GRP-BEP	19.5	1,270,734	0
	ESAP	19.5	1,217,897	0
James D. Farley ⁽²⁾	NA	NA	NA	NA
David G. Leitch ⁽²⁾	NA	NA	NA	NA
Donat R. Leclair	GRP	33.2	663,443	0
	SERP	33.2	2,396,159	0
	GRP-BEP	33.2	2,287,431	0
	ESAP	33.2	2,863,247	0

⁽¹⁾The General Retirement Plan (GRP) provides a flat-rate benefit of up to \$47.45 per month for each year of non-contributory participation by employees in the United States hired before January 1, 2004, and contributory benefits for each year of contributory participation in which salaried employees contribute 1.5% of base salary up to applicable limit of the Internal Revenue Code (Code) \$230,000 in 2008 and \$245,000 in 2009.

Contributory benefits are calculated as follows:

Contributory Benefit =

$$((1.5\% \times \text{Final Avg. Pay}) \times \text{Contributory Service Years}) + \begin{matrix} 0.4\% \times \text{Final Ave. Pay in excess of} \\ \text{Breakpoint} \times \text{Contributory Service Years} \\ \text{(maximum 35 service years)} \end{matrix}$$

Final Average Pay is the average of the five highest consecutive December 31 monthly base salaries out of the last 10 years of contributory participation.

Breakpoint is 150% of Covered Compensation as of January 1 of the year of retirement.

Covered Compensation is the average of the Social Security wage base for the preceding 35 years for someone reaching normal retirement age.

Normal retirement is at age 65 with one or more years of credited pension service. Employees who are age 55-64 and have at least 10 years of credited pension service, or employees with 30 or more years of credited pension service who are not yet age 65, may elect to retire early and receive reduced contributory and non-contributory benefits. In addition, Social Security bridging benefits are payable until age 62 and one month. Survivorship coverage is available under the GRP. Under the normal payment method for married participants (65% Qualified Joint and Survivor Annuity), there is a 5% reduction in benefits where the spouse is within five years of the employee's age.

The Benefit Equalization Plan (GRP-BEP) provides eligible U.S. employees with benefits substantially equal to those that would have been provided under the GRP but that could not be provided because of Code limitations.

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The Supplemental Executive Retirement Plan (SERP) provides certain eligible executives with an additional monthly benefit after retirement equal to Final Five Year Average Base Salary multiplied by credited pension service and further multiplied by an applicable percentage (0.2% to 0.9% depending upon position at retirement), reduced for retirement prior to age 62. To be eligible, an executive must retire with the approval of the Company at or after age 55, have at least 10 years of credited pension service, and must generally have at least five continuous years of service at an eligible position. In addition, the SERP may provide annuities based on Company earnings, the executive's performance, and other factors. In addition, for retirements effective October 1, 1998 or later, for certain U.S. Vice Presidents and above whose careers include subsidiary service, the SERP provides an additional monthly benefit to equalize the total retirement benefits payable from the Company's retirement plans to an amount that would have been payable under the GRP and GRP-BEP if the executive's subsidiary service had been recognized as contributory service under those plans. Mr. Booth has 19.6 years of foreign subsidiary service and qualifies for a SERP Parity Benefit. For 2008, this monthly benefit was estimated to be \$14,584; for 2009, it is estimated to be \$21,432. These SERP benefits are included in the amounts shown in column (d).

The Executive Separation Allowance Plan (ESAP) provides benefits to certain eligible executives who have at least five years of eligible executive service, have at least ten years of GRP contributory membership, and who separate employment after age 55 and prior to age 65. Benefits are payable (in lieu of GRP benefits) to the eligible executive or his or her eligible surviving spouse until the executive reaches age 65. The amount of the benefit is a percentage of monthly base salary (not to exceed 60%) based on age and service equal to 1% per year of service (but not less than 15%) plus 1/2% for each month that age at separation exceeds 55 (maximum of 30%).

To achieve several business goals, periodically we offer benefits under the Select Retirement Plan (SRP), a voluntary retirement program offered from time-to-time for select U.S. management employees. To be eligible, selected employees generally had to be at least age 52 with 10 or more years of service. Since this is a program that is offered at the Company's discretion, it is not included in the Pension Benefits Table above.

The following assumptions are used in calculating the present value of the accumulated benefit:

The assumed retirement age is the greater of (i) current age or (ii) age 65 for the GRP and GRP-BEP; age 62 for the SERP; and age 55 for the ESAP. Current age is measured as of December 31, 2008;

Current compensation is used for purposes of the benefit calculations; and

Present Value of Accumulated Benefit (column d) is calculated assuming a single life annuity, the mortality table of RP-2000 projected to 2015, and a discount rate of 6.50% for all plans, except ESAP and SRP which used 6.25% as of December 31, 2008.

The present values include amounts relating to employee contributions.

Mr Booth has 19.6 years of credited pension service under a Ford Motor Company of Britain pension plan. At present, he would be entitled to an annual benefit from that plan of \$108,361 (GBP 73,529).

⁽²⁾Messrs. Mulally, Farley, and Leitch do not participate in the GRP, SERP, GRP-BEP, or ESAP. Ford has a different tax qualified retirement plan, the Ford Retirement Plan (FRP), for salaried employees hired or rehired on or after January 1, 2004 in the U.S. See Nonqualified Deferred Compensation in 2008 Table below.

Table of Contents**Nonqualified Deferred Compensation in 2008⁽¹⁾**

(a) Name	(b) Executive Contributions in Last Fiscal Year (\$)	(c) Registrant Contributions in Last Fiscal Year (2) (\$)	(d) Aggregate Earnings in Last Fiscal Year (3) (\$)	(e) Aggregate Withdrawals/ Distributions (\$)	(f) Aggregate Balance at Last Fiscal Year-End (4) (\$)
Alan Mulally	NA			NA	
DCP					
BEP-SSIP/FRP		150,450	(83,431)		217,393
Lewis W. K. Booth	NA			NA	
DCP			(130,780)		75,936
SSIP-BEP		25,350	(28,616)		26,359
Mark Fields	NA			NA	
DCP					
SSIP-BEP		32,100	(11,321)		57,776
James D. Farley	NA			NA	
DCP					
BEP-SSIP/FRP		24,675	(5,750)		23,372
David G. Leitch	NA			NA	
DCP					
BEP-SSIP/FRP		46,500	(26,557)		95,238
Donat R. Leclair	NA				
DCP					
SSIP-BEP		20,500	(29,167)	5,163	25,785

⁽¹⁾There are two nonqualified deferred compensation plans represented in the above table: (i) the deferred compensation plan (DCP); and (ii) the benefit equalization plan with sub-accounts that relate to the Savings and Stock Investment Plan (SSIP) and the Ford Retirement Plan (FRP). Both of these plans are unfunded. Notional amounts are credited by book entry to the participant's account. Participants choose how to allocate the notional amounts from a menu of investment measurement options used solely for the purpose of valuing the participant's account. These are considered notional investments. The performance of an individual's investment option(s) tracks the notional value as if an actual investment was made in such option(s).

For the DCP and the BEP-SSIP sub-account, investment options include life stage (or target-date retirement) funds; passively and actively managed domestic and international equity funds; fixed income funds; a Company common stock fund; and a stable value fund. Participants may change their investment elections at any time. The BEP-FRP sub-account offers a subset of these investment measurement options, which does not include a Company common stock fund. Distribution of account balances from these non-qualified plans may be delayed for six months in accordance with Code Section 409A.

Under the DCP, certain employees, including the Named Executives, may defer up to 100% of awards under the Incentive Bonus Plan (or other similar plan). New hires may also defer any new hire payments payable in cash.

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Additionally, such employees may defer up to 50% of their base salary under the DCP. Mr. Booth is the only Named Executive to have a balance in the DCP at December 31, 2008. Deferral elections are made by eligible employees in June of each year for amounts to be earned or awarded (with regard to the Incentive Bonus Plan) in the following year. At the time of deferral, participants also elect when distribution of such deferrals will be made in future years. Employees may elect a lump sum payment while still employed or distribution after separation from service in either a lump sum or annual installments over a number of years up to ten. Deferrals not allocated by participants will be allocated to the DCP default investment option. Employees may reallocate deferrals at any time.

The BEP-SSIP sub-account preserves benefits that are substantially equal to any Company matching contributions that would have been made under the SSIP but limited due to Code limitations. The BEP-FRP sub-account provides notional credits equivalent to Company contributions to employees' FRP accounts due to Code limitations. The FRP is a tax qualified, defined contribution profit sharing plan for employees hired or rehired beginning January 1, 2004. The Company makes scheduled contributions to a participant's FRP account calculated as a percentage of base salary using a percentage established based on an employee's age. Initial notional credits to both the BEP-SSIP/FRP sub-accounts are allocated to each sub-account's default investment option. Thereafter, participants may transfer the credits to any other investment option available under the respective plans and also elect how any future notional credits are allocated. Vested account balances of both the BEP-SSIP/FRP sub-accounts are distributed in cash in a lump sum as soon as practicable after death or separation from Ford. An employee becomes fully vested under these sub-accounts three years from their original date of hire with Ford. All of the Named Executives participate in the BEP-SSIP. In addition, Messrs. Mulally, Farley, and Leitch participate in the BEP-FRP.

(2)The amounts shown in column (c) for the Named Executives are reflected in column (i) of the Summary Compensation Table on p. 47. For Messrs. Mulally, Farley, and Leitch the amounts shown reflect credits made to his FRP-BEP and SSIP-BEP sub-accounts. For Messrs. Booth, Fields, and Leclair the amounts shown reflect credits made to their respective SSIP-BEP accounts.

(3)None of the amounts shown in column (d) are reflected in the Summary Compensation Table.

(4)The following amounts were reported in the Summary Compensation Table in prior years: Mr. Mulally: \$148,008; Mr. Booth: \$214,669; Mr. Fields: \$55,084; and Mr. Leclair: \$47,150.

Potential Payments Upon Termination or Change in Control

We maintain certain plans whereby we provide compensation and benefits to executives, including the Named Executives, in the event of a termination of employment. For disclosure of benefits pursuant to retirement under our qualified and nonqualified pension plans for each of the Named Executives, see the Pension Benefits in 2008 Table and related footnotes on pp. 56-57. For disclosure of payments due, if any, to each of the Named Executives pursuant to our nonqualified deferred compensation plans, please see the Nonqualified Deferred Compensation in 2008 Table and related footnotes on pp. 58-59. In the tables below, Mr. Booth is the only Named Executive that is shown receiving amounts in the Normal Retirement column because he is the only Named Executive who qualifies for normal retirement under our plans.

With respect to Mr. Mulally, we entered into an agreement whereby if Mr. Mulally's employment is terminated for reasons other than for cause during the first five years of his employment or if there is a change in control of the Company during the first five years of his employment and he terminates his employment for good reason, we will provide certain compensation and benefits. We do not have any other formal agreements with any other Named Executive regarding acceleration or provision of benefits related to termination of employment; however, those Named Executives may be entitled to certain compensation and benefits under our plans in such circumstances. Any post-termination arrangements for Named Executives are discussed below.

The following tables for the Named Executives assume that the relevant triggering event occurred on December 31, 2008. Unless otherwise noted, the fair market values of stock-based compensation (e.g., restricted stock, Restricted

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Stock Equivalents, Restricted Stock Units, etc.) were calculated using the closing price of Ford common stock on the NYSE on December 31, 2008. FAS 123R total grant date values were used for valuing stock options.

Alan Mulally

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Benefits and Payments Upon Termination Compensation:	Voluntary Termination (\$)	Early Retirement (Rule of 65) (\$)	Normal Retirement (\$)	Involuntary Not for Cause (\$)	For Cause (\$)	Involuntary or Good Reason Termination (CIC) (\$)	Death or Disability (\$)
Salary (\$2 million) ⁽¹⁾	0	0	0	4,000,000	0	4,000,000	0
Incentive Bonus Plan (175% of Salary) ⁽²⁾	0	0	0	7,000,000	0	7,000,000	0
Restricted Stock Units ⁽³⁾	0	0	0	458,000	0	2,095,877	2,095,877
Performance Units ⁽⁴⁾	0	0	0	0	0	311,451	311,451
Stock Options Unvested and Accelerated ⁽⁵⁾	0	0	0	4,090,200	0	4,090,200	0
Benefits and Perquisites:							
Evaluation Vehicles ⁽⁶⁾	0	0	0	0	0	0	76,526
Life Insurance Proceeds	0	0	0	0	0	0	6,000,000
Total:	0	0	0	15,548,200	0	17,497,528	8,483,854

⁽¹⁾Pursuant to Mr. Mulally's employment agreement, if a relevant triggering event occurs, we will pay Mr. Mulally two times his annual base salary.

⁽²⁾Pursuant to Mr. Mulally's employment agreement, if a relevant triggering event occurs, we will pay Mr. Mulally two times his targeted bonus. We agreed that for 2008, Mr. Mulally's target bonus would be 175% of his base salary.

⁽³⁾Pursuant to Mr. Mulally's employment agreement, if a relevant triggering event occurs, we will remove the vesting requirements on the unvested portion of his initial grant of 600,000 Restricted Stock Units, which totaled 200,000 Restricted Stock Units at December 31, 2008. In addition, the amounts shown in columns (g) and (h) include a Final Award of 715,230 Restricted Stock Units Mr. Mulally received for 2007 performance. These will vest immediately

upon a change in control or death or disability (see Outstanding Equity Awards at 2008 Fiscal Year-End on p. 52 and footnote 3 thereto).

⁽⁴⁾The performance period for the 2008 Performance Unit opportunity ended on December 31, 2008 (see column (h) of Grants of Plan-Based Awards in 2008 Table and footnote 2 on pp. 50-51). Consequently, the amounts shown reflect the Final Awards of Restricted Stock Units awarded on March 11, 2009, valued at December 31, 2008.

⁽⁵⁾Pursuant to Mr. Mulally's employment agreement, if a relevant triggering event occurs, we will remove vesting requirements on the unvested portion of his initial stock option grant of 3,000,000 options. As of December 31, 2008, 1,020,000 options remain unvested.

Under the agreement between Mr. Mulally and the Company relative to the benefits summarized in the table above, the terms below are defined as follows:

For Cause termination means: (a) any act of dishonesty or knowing or willful breach of fiduciary duty on Mr. Mulally's part that is intended to result in his personal enrichment or gain at the expense of the Company; or

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(b) the commission of a felony involving moral turpitude or unlawful, dishonest or unethical conduct that a reasonable person would consider damaging to the reputation or image of Ford; or (c) any material violation of the published standards of conduct applicable to officers or executives of Ford that warrants termination; or (d) insubordination or refusal to perform assigned duties or to comply with the lawful directions of his supervisors; or (e) any deliberate, willful or intentional act that causes substantial harm, loss, or injury to Ford.

Change in Control means:

- (a) The direct or indirect acquisition by any person of beneficial ownership, through a purchase, merger, or other acquisition transaction or series of transactions occurring within a 24 month period, of securities of the Company entitling such person to exercise 50% or more of the combined voting power of the Company's securities;
- (b) The transfer, whether by sale, merger or otherwise, in a single transaction or in a series of transactions occurring within a 12 month period, of all or substantially all of the business and assets of the Company in existence as of the date of this Agreement to any person; or
- (c) The adoption of a plan of liquidation or dissolution of the Company.

Good Reason means the occurrence, without Mr. Mulally's express written consent, of any of the following events during the Protected Period (which is the two year period beginning as of the date of a Change in Control):

- (a) Subject to the provision regarding duplication of payments below, a reduction of Mr. Mulally's base salary in effect immediately prior to a Change in Control or of such higher base salary as may have been in effect at any time during the Protected Period, except in connection with the termination of his employment For Cause or on account of long-term disability or death;
- (b) Subject to the provision regarding duplication of payments below, the failure to pay Mr. Mulally any portion of his aggregate compensation including, without limitation, annual bonus, long-term incentive, and any portion of his compensation deferred under any plan, agreement, or arrangement that is payable or has accrued prior to a Change in Control, within thirty days of the date payment of any such compensation is due;
- (c) The failure to afford Mr. Mulally annual bonus and long-term cash incentive compensation target opportunities at a level which, in the aggregate, is at least equal to 80% of the aggregate level of annual bonus and long-term cash incentive compensation target opportunities made available to him immediately prior to the Change in Control, except in connection with the termination of his employment For Cause or on account of long-term disability or death; or
- (d) Notwithstanding any other provision of the agreement between Mr. Mulally and the Company, Mr. Mulally shall have the right to terminate his employment, with such termination being deemed as if a termination for Good Reason during the Protected Period, if any successor to the Company does not assume these obligations upon a Change in Control.

If, upon termination of his employment, Mr. Mulally is entitled to a payment or benefit under an agreement or Company plan, he is not entitled to any duplicative payment or benefit under the agreement with the Company, but may only receive the greater of such payment or benefit, determined on an item by item basis. Additionally, if Mr. Mulally leaves Ford and accepts the severance payments described above, he may not join a competitor for five years after the date of his employment termination. He also will be required to sign an acceptable general release and

an agreement not to engage in inimical conduct towards the Company.

⁽⁶⁾The amount shown reflects the recent average cost for vehicles under our surviving spouse vehicle program. Under that program the surviving spouse receives a car allowance to purchase one of our products. The costs include the A-Plan price of the vehicle sales tax, and title, registration and document fees.

Table of Contents**Lewis W. K. Booth**

Benefits and Payments Upon Termination Compensation:	Early		Involuntary		Death or Disability (\$)	
	Voluntary Termination (\$)	Retirement (Rule of 65) (\$)	Normal Retirement (\$)	Not for Cause Termination (\$)		For Cause Termination (\$)
Incentive Bonus Plan ⁽¹⁾	0	0	0	0	0	
Performance Units ⁽²⁾	0	0	113,582	0	0	113,582
Restricted Stock Units ⁽³⁾	0	0	436,749	0	0	436,749
Performance Stock Rights ⁽⁴⁾ 2006-2008 performance period	0	0	98,928	0	0	98,928
Benefits and Perquisites:						
Evaluation Vehicles ⁽⁵⁾	0	0	11,003	0	0	76,526
Life Insurance Proceeds	0	0	0	0	0	3,600,000
Total:	0	0	660,262	0	0	4,325,785

Mark Fields

Benefits and Payments Upon Termination Compensation:	Early		Involuntary		Death or Disability (\$)	
	Voluntary Termination (\$)	Retirement (Rule of 65) (\$)	Normal Retirement (\$)	Not for Cause Termination (\$)		For Cause Termination (\$)
Incentive Bonus Plan ⁽¹⁾	0	0	0	0	0	0
Performance Units ⁽²⁾	0	0	0	0	0	106,751
Restricted Stock Units ⁽³⁾	0	0	0	0	0	592,828
Performance Stock Rights ⁽⁴⁾						

2006-2008 performance period	0	0	0	0	0	148,392
Benefits and Perquisites:						
Evaluation Vehicles ⁽⁵⁾	0	0	0	0	0	76,526
Life Insurance Proceeds	0	0	0	0	0	3,900,000
Total:	0	0	0	0	0	4,824,497

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Table of Contents**David G. Leitch**

Benefits and Payments Upon Termination Compensation:	Early		Involuntary		For Cause	Death or Disability
	Voluntary Termination (\$)	Retirement of 65) (\$)	Normal Retirement (\$)	Not for Cause Termination (\$)		
Incentive Bonus Plan ⁽¹⁾	0	0	0	0	0	0
Performance Units ⁽²⁾	0	0	0	0	0	56,863
Restricted Stock Units ⁽³⁾ Performance Stock Rights ⁽⁴⁾	0	0	0	0	0	371,800
2006-2008 performance period	0	0	0	0	0	14,400
Benefits and Perquisites:						
Evaluation Vehicles ⁽⁵⁾	0	0	0	0	0	76,526
FRP-BEP Benefit ⁽⁶⁾	0	0	0	0	0	85,725
Life Insurance Proceeds	0	0	0	0	0	3,150,000
Total:	0	0	0	0	0	3,755,314

⁽¹⁾As noted in the Compensation Discussion and Analysis, the Compensation Committee decided not make awards under the Incentive Bonus Plan for 2008 performance (see Compensation Discussion and Analysis Annual Compensation B. Incentive Bonuses on p. 34).

⁽²⁾The performance period for the 2008 Performance Unit opportunity ended on December 31, 2008 (see column (h) of Grants of Plan-Based Awards in 2008 Table and footnote 2 on pp. 50-51). Consequently, the amounts shown reflect the Final Awards of Restricted Stock Units awarded on March 11, 2009, valued at December 31, 2008.

⁽³⁾At December 31, 2008, each of the following Named Executives had unvested Restricted Stock Units awarded for 2007 performance as follows: Mr. Booth: 190,720; Mr. Fields: 258,877; and Mr. Leitch: 162,358. The amounts shown indicate the fair market value of the unvested Restricted Stock Equivalents as of December 31, 2008 (see footnote 3 to the Outstanding Equity Awards at 2008 Fiscal Year-End Table on pp. 53-54). The awards will vest according to the normal vesting schedule in the event of early retirement or normal retirement and will vest immediately in the event of death or disability.

⁽⁴⁾The performance period for the 2006-2008 Performance Stock Rights ended on December 31, 2008. Consequently, the amounts shown reflect the actual Final Awards of common stock awarded on March 11, 2009, valued at December 31, 2008.

⁽⁵⁾The amounts shown for evaluation vehicles under the Normal Retirement column for Mr. Booth reflect the annual cost of providing vehicles for 2008 under the Evaluation Vehicle Program for each executive. See footnote 5 to the Summary Compensation Table on pp. 48-49. The amounts shown under the Death or Disability column for the Named Executives reflect the recent average costs for vehicles under our surviving spouse vehicle program. Under that program, the surviving spouse receives a car allowance to purchase one of our products. The costs include the A-Plan price of the vehicle, sales tax, and title, registration and document fees.

⁽⁶⁾The amount shown for Mr. Leitch relates the terms of his employment agreement, which provides that if Mr. Leitch dies or becomes totally and permanently disabled prior to completion of ten years of employment, he or his estate will receive a lump sum payment equal to the amount contributed by Ford into the Benefit Equalization Plan related to the Ford Retirement Plan prorated for the time he was an active employee.

Table of Contents**James D. Farley**

Benefits and Payments Upon Termination Compensation:	Early		Involuntary Not		For Cause	Death or Disability
	Voluntary Termination (\$)	Retirement of 65) (\$)	Normal Retirement (\$)	for Cause Termination (\$)		
Salary (\$700,000) ⁽¹⁾	0	0	0	1,400,000		0
Incentive Bonus Plan ⁽²⁾	0	0	0	1,260,000	0	0
Performance Units ⁽³⁾	0	0	0	0	0	26,541
Restricted Stock Units ⁽⁴⁾	0	0	0	0	0	97,107
Benefits and Perquisites:						
Evaluation Vehicles ⁽⁵⁾	0	0	0	0	0	76,526
Life Insurance Proceeds	0	0	0	0	0	2,100,000
Total:	0	0	0	2,660,000	0	2,300,174

⁽¹⁾Pursuant to Mr. Farley's employment agreement, if a relevant triggering event occurs, we will pay Mr. Farley two times his annual base salary.

⁽²⁾Pursuant to Mr. Farley's employment agreement, if a relevant triggering event occurs, we will pay Mr. Farley two times his targeted bonus. We agreed that for 2008 Mr. Farley's target bonus would be 90% of his base salary.

⁽³⁾The performance period for the 2008 Performance Unit opportunity ended on December 31, 2008 (see column (h) of Grants of Plan-Based Awards in 2008 Table and footnote 2 on pp. 50-51). Consequently, the amounts shown reflect the Final Awards of Restricted Stock Units awarded on March 11, 2009, valued at December 31, 2008.

⁽⁴⁾At December 31, 2008, Mr. Farley had 42,405 unvested Restricted Stock Units awarded for 2007 performance. The amount shown indicates the fair market value of the unvested Restricted Stock Equivalents as of December 31, 2008 (see footnote 3 to the Outstanding Equity Awards at 2008 Fiscal Year-End Table on pp. 53-54). The award will vest immediately in the event of death or disability.

⁽⁵⁾The amount shown reflects the recent average cost for vehicles under our surviving spouse vehicle program. Under that program, the surviving spouse receives a car allowance to purchase one of our products. The costs include the A-Plan price of the vehicle, sales tax, and title, registration and document fees.

Table of Contents**Donat R. Leclair**

Donat R. Leclair retired from the Company effective November 1, 2008. The Performance Units, Restricted Stock Units and Performance Stock Rights values were calculated using the closing stock price of Ford common stock on November 1, 2008.

**Benefits and
Payments Upon Termination**

Compensation:

Annual Incentive Award ⁽¹⁾	\$ 0
Performance Units ⁽²⁾	\$ 108,939
Restricted Stock Units ⁽³⁾	\$ 517,197
Performance Stock Rights: 2006-2008 Performance Period ⁽⁴⁾	\$ 141,912

Benefits and Perquisites:

SRP Benefit ⁽⁵⁾	\$ 2,988,342
Evaluation Vehicles ⁽⁶⁾	\$ 11,469
Total:	\$ 3,767,859

⁽¹⁾As noted in the Compensation Discussion and Analysis, the Compensation Committee decided not make awards under the Incentive Bonus Plan for 2008 performance (see Compensation Discussion and Analysis Annual Compensation B. Incentive Bonuses on p. 34)

⁽²⁾The performance period for the 2008 Performance Unit opportunity ended on December 31, 2008 (see column (h) of Grants of Plan-Based Awards in 2008 Table and footnote 2 on pp. 50-51). Consequently, the amounts shown reflect the Final Awards of Restricted Stock Units awarded on March 11, 2009, valued at December 31, 2008.

⁽³⁾At November 1, 2008, Mr. Leclair had 236,163 unvested Restricted Stock Units awarded for 2007 performance (see footnote 3 to the Outstanding Equity Awards at 2008 Fiscal Year-End Table on pp. 53-54).

⁽⁴⁾The performance period for the 2006-2008 Performance Stock Rights ended on December 31, 2008. Consequently, the amounts shown reflect the actual Final Awards of common stock awarded on March 11, 2009, valued at November 1, 2008.

⁽⁵⁾The pension benefits Mr. Leclair is entitled to are described in the Pension Benefits Table in 2008 on p. 56. Mr. Leclair retired under the Company's SRP. The amount shown above is the present value of benefits he is entitled to under that plan. In general, the SRP adds three years of age and contributory service and uses Enhanced Final Average Salary for purposes of calculating benefits based on the formulas under the GRP, GRP-BEP, SERP and ESAP, with a minimum increase of 15% over regular benefits. Enhanced Final Average Salary is calculated by multiplying current base salary times three, then adding the last two year-end salaries and dividing the total by five. To be eligible, selected employees generally have to be at least age 52 with 10 or more years of service.

⁽⁶⁾Mr. Leclair is entitled to two vehicles under the evaluation vehicle program. The cost for such vehicles is based on the annualized cost of providing such vehicles at the time of Mr. Leclair's retirement (see footnote (i) to the All Other Compensation Table in 2008 on pp. 48-49).

Table of Contents**Equity Compensation Plan Information**

The following table provides information as of December 31, 2008 about the Company's common stock that may be issued upon the exercise of options, warrants and rights under all of the Company's existing equity compensation plans, including the Long-Term Incentive Plans.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights(\$)(b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)(c)(1))
Equity compensation plans approved by security holders	228,167,659 ⁽²⁾	14.66 ⁽³⁾	112,372,646
Equity compensation plans not approved by security holders	0 ⁽⁴⁾	0 ⁽⁴⁾	0
Total	228,167,659	14.66	112,372,646

⁽¹⁾The 1998 Plan expired on May 1, 2008 and, thus, the Company cannot grant additional awards under the 1998 Plan. The number of securities remaining available for future issuance under the 2008 Plan is based on a formula. The 2008 Plan provides that the maximum number of shares that may be available for Plan Awards (awards of shares of common stock, options, Performance Units, and various other rights relating to common stock) each year is equal to 2% of the total number of issued shares of common stock as of December 31 of the prior year. This limit is called the 2% Limit. The 2% Limit may be increased to up to 3% in any year, with a corresponding reduction in the number of shares available in later years under the 2008 Plan. As of December 31, 2008, the total number of issued shares of common stock was 2,340,843,066 shares and 2% of such number is 46,816,861. 3% of such number is 70,225,292. Additionally, any unused portion of the 2% Limit for any year may be carried forward and used in later years. For 2009, 42,147,354 shares are available for use as carry over from the unused portion of the 2% Limit from prior years, including the unexercised or undistributed portion of any terminated, expired or forfeited Plan Awards.

Additional shares may be issued under a deferred compensation plan as a result of future Dividend Equivalents.

On March 11, 2009, 587,434 Restricted Stock Units were granted to certain executives as part of a performance-based long-term incentive program for 2008 performance. Additionally, 1,271,298 shares of unrestricted common stock were issued to certain executives and former executives on March 11, 2008 as Final Awards for the 2006-2008 performance period under the 1998 Plan. In addition, pursuant to a contract with a consultant, an aggregate amount of

\$125,000 per quarter is to be paid in restricted stock under the 2008 Plan. It is not possible to determine the number of these shares to be issued since it depends on the fair market value of common stock at the time of issuance.

⁽²⁾This number includes the following:

(i) *Long-Term Incentive Plans*

204,471,182 shares subject to options; 15,543,402 shares covered by Restricted Stock Equivalents and Restricted Stock Units; 5,248,455 shares representing the maximum number of shares covered by Performance Units that may be earned pursuant to rights granted, assuming the maximum payout level is achieved; and 2,867,100 shares representing the maximum number of shares that may be issued pursuant to Performance Stock Rights, assuming the maximum payout level is achieved; and

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(ii) Deferred Compensation Plan

37,520 shares, which is the approximate number of shares to be issued.

Under a deferred compensation plan, credits for common stock were credited to book entry accounts based on the fair market value of common stock at the time of the compensation deferral. Additional credits resulted from Dividend Equivalents.

⁽³⁾This is the weighted-average exercise price of 204,471,182 options outstanding under the Long-Term Incentive Plans.

⁽⁴⁾As a result of the merger of The Hertz Corporation into Ford FSG II, Inc., an indirect wholly-owned subsidiary of Ford, 913,243 outstanding Ford options resulted from a conversion of Hertz options to Ford options that are governed by the terms of the Hertz Long-Term Equity Compensation Plan (the Hertz Plan). The weighted-average exercise price of these options is \$35.66. The former Hertz shareholders approved the Hertz Plan. No future awards may be granted under the Hertz Plan.

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Proposals Requiring Your Vote

In addition to voting for directors, the following eleven proposals may be voted on at the meeting. Ford will present Proposal 2, Proposal 3 and Proposal 4, and we expect the remaining eight to be presented by shareholders. In accordance with SEC rules, the text of each of the shareholder proposals is printed exactly as it was submitted.

A majority of the votes that could be cast by shareholders who are either present in person or represented by proxy at the meeting is required to approve each proposal. The votes will be computed for each share as described on p. 2.

When providing your proxy, whether by telephone, the Internet, or by mail, you will be able to designate whether your shares are voted for, against, or to abstain from each of the proposals. Instructions for voting for directors can be found on p. 3.

PROPOSAL 2

Ratification of Selection of Independent Registered Public Accounting Firm

The Audit Committee of the Board of Directors selects and hires the independent registered public accounting firm to audit Ford's books of account and other corporate records. You must approve the Audit Committee's selection for 2009.

The Audit Committee selected PricewaterhouseCoopers LLP to audit Ford's books of account and other corporate records for 2009. PricewaterhouseCoopers LLP is well qualified to audit Ford's books of account and other corporate records. Representatives of PricewaterhouseCoopers LLP will be present at the meeting with the opportunity to make a statement and answer questions.

Amounts paid by the Company to PricewaterhouseCoopers LLP for audit and non-audit services rendered in 2008 are disclosed in the Audit Committee Report (see p. 13).

Ford management will present the following resolution to the meeting:

RESOLVED, That the selection, by the Audit Committee of the Board of Directors, of PricewaterhouseCoopers LLP as the independent registered public accounting firm to audit the books of account and other corporate records of the Company, and to review the effectiveness of the Company's internal controls over financial reporting, for 2009 is ratified.

The Board of Directors recommends a Vote for Proposal 2.

PROPOSAL 3

Approval to Issue Common Stock in Excess of 20% of Amount Outstanding

The Board of Directors requests your approval to: (i) authorize the issuance of shares of common stock in a transaction or series of related transactions in amounts equal to or in excess of 20% of the number of shares of common stock outstanding prior to the issuances of the common stock; and (ii) authorize the issuance of shares of common stock in a transaction or a series of related transactions to an affiliate in amounts that exceed one percent of the number of shares of common stock outstanding prior to such issuance. The New York Stock Exchange (NYSE) Listed Company Manual requires shareholder approval prior to the issuance of common stock in either of these

instances. We are seeking your approval of the proposed common stock issuances to allow the Company to use Ford common stock, should we determine it to be in the best interests of the Company, to meet up to 50% of our obligations to the Voluntary Employee Beneficiary Association (VEBA) for retired Ford hourly employees who are members of the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (UAW).

This Proposal 3 requests your approval to authorize the issuance of shares of our common stock to the New VEBA (defined below) as detailed herein in amounts equal to or in excess of 20% of the number of shares of common

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stock outstanding prior to such issuances. Proposal 4 requests your approval to authorize the issuance of shares of common stock to an affiliate (the New VEBA) in amounts that exceed one percent of the number of shares of common stock outstanding prior to such issuances. Importantly, Ford needs your approval of both Proposal 3 and Proposal 4 in order to allow the Company to meet up to 50% of our obligations to the New VEBA by issuing common stock.

Ford is working with all of its stakeholders to ensure that it remains competitive with others in its industry and can operate profitably at the current industry demand and changing model mix. Ford's principal domestic competitors are required, under the terms of their government-funded restructurings, to seek to reduce their public unsecured debt by two-thirds, reduce the cash expense associated with their VEBA by half, and achieve parity in their labor costs with the U.S. operations of non-domestic automobile manufacturers. Although Ford has not sought government bridge loans, the Company is committed to remaining competitive and has sought to achieve results similar to those required of domestic competitors that are successful in achieving their government-funded restructuring.

As disclosed in the Company's Current Report on Form 8-K filed April 11, 2008, Ford entered into a settlement agreement dated March 28, 2008 among Ford, the UAW, and class representatives of former UAW-represented Ford employees, relating to retiree health care obligations ("Retiree Health Care Settlement Agreement" or "Settlement Agreement"). The Settlement Agreement provides that upon its implementation date (anticipated to be December 31, 2009), a new retiree health care plan (the "New Plan"), to be funded by a New Voluntary Employee Beneficiary Association trust (the "New VEBA"), will be permanently responsible for providing retiree health care benefits for covered current and former UAW-represented Ford employees. As part of a significant step in achieving this objective, Ford and the UAW have amended their 2007 collective bargaining agreement in a manner that will allow Ford to significantly reduce its hourly labor costs. In addition, Ford and the UAW have agreed in principle to modify the Settlement Agreement to provide Ford with the option to use common stock to pay up to 50 percent of its future cash payment obligations to the New VEBA pursuant to the Settlement Agreement. This modification to the Settlement Agreement (the "Amendment to the Settlement Agreement"), ratified by the UAW membership on March 9, 2009, is subject to final court approval and other conditions, such as obtaining "prohibited transaction" exemptions from the Department of Labor to permit the transactions described, including allowing the New VEBA to hold Ford securities that are not "qualifying employer securities." Ford also agreed with the UAW that both the amendments to the 2007 collective bargaining agreement and the Amendment to the Settlement Agreement would be conditioned on, among other things, pursuing restructuring actions with all of Ford's stakeholders, including meaningful debt reduction over time consistent with the government requirements applicable to domestic competitors under their government-funded restructurings. For a detailed description of the terms of the Amendment to the Settlement Agreement, refer to Ford's Current Report on Form 8-K filed March 13, 2009, which is incorporated by reference herein.

In the event the Amendment to the Settlement Agreement is approved by the court and the other conditions to its implementation are met, Ford will issue to the VEBA two notes, New Note A and New Note B. New Note A, a non-interest bearing note in the principal amount of \$6,630.47 million, would require Ford to make cash payments to the New VEBA according to the schedule set forth below beginning on December 31, 2009, and thereafter on June 30 of each year in the period 2010 through 2022. New Note B, a non-interest bearing note in the principal amount of \$6,511.85 million, also would require Ford to make payments to the New VEBA starting on December 31, 2009, and thereafter on June 30 of each year in the period 2010 through 2022. New Note B, however, gives Ford the option of making each payment in cash, Ford common stock, or a combination of cash and Ford common stock.

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The schedule of payments for New Note A and New Note B is as follows:

Payment Dates	December 31, 2009: New Note A	\$1,243.47 million;	New Note B	\$609.95 million
	June 30, 2010: New Note A	\$265 million;	New Note B	\$609.95 million
	June 30, 2011: New Note A	\$265 million;	New Note B	\$609.95 million
	June 30, 2012: New Note A	\$679 million;	New Note B	\$654 million
	June 30, 2013: New Note A	\$679 million;	New Note B	\$654 million
	June 30, 2014: New Note A	\$679 million;	New Note B	\$654 million
	June 30, 2015: New Note A	\$679 million;	New Note B	\$654 million
	June 30, 2016: New Note A	\$679 million;	New Note B	\$654 million
	June 30, 2017: New Note A	\$679 million;	New Note B	\$654 million
	June 30, 2018: New Note A	\$679 million;	New Note B	\$654 million
	June 30, 2019: New Note A	\$26 million;	New Note B	\$26 million
	June 30, 2020: New Note A	\$26 million;	New Note B	\$26 million
	June 30, 2021: New Note A	\$26 million;	New Note B	\$26 million
	June 30, 2022: New Note A	\$26 million;	New Note B	\$26 million

In the event that Ford elects the stock payment option for any portion of New Note B payments due in 2009, 2010, or 2011, the shares of Ford common stock to be delivered by Ford in settlement of such payment shall be priced for this purpose at \$2.00, \$2.10, and \$2.20, respectively (subject to adjustment for any stock split, stock dividend, or stock recombination). If the New VEBA sells the shares delivered during this period at a loss (i.e., below those fixed prices), Ford has agreed, subject to certain limitations, to pay up to \$50 million per year (or \$150 million in total) to reimburse the New VEBA for some or all of those losses. With respect to all other payments for any portion of the New Note B, in the event that Ford elects the Stock Payment Option, the number of shares of Ford common stock to be delivered by Ford in settlement of such payment shall be priced at the volume-weighted average stock price for the 30 trading days ending on the second business day prior to the payment date.

Under the Amendment to the Settlement Agreement, Ford also will issue to the New VEBA a warrant entitling the New VEBA to purchase 362 million shares of Ford common stock at an exercise price of \$9.20 per share, which is intended to mirror the economic value in the Convertible Note provided for in the Settlement Agreement. In addition, the Amendment to the Settlement Agreement provides for: (i) certain hedging restrictions, such as hedging is only permitted on: (a) shares of common stock received by the New VEBA prior to such hedging as a result of the Company electing to pay the New VEBA in common stock, and (b) up to 25% of the shares of common stock deliverable by the Company upon the exercise of the stock payment option; (ii) certain sales restrictions relating to New Note A and New Note B as well as the warrant and shares of Ford common stock, such as a maximum amount of sales of shares of common stock of 250 million shares per quarter and 500 million shares per year, as well as not selling a block of stock exceeding 2% of the amount of shares outstanding to a single buyer and not selling more than 5% to a single buyer if such buyer intends to exert control over the Company; and (iii) customary registration rights relating to the sale of shares of Ford common stock received by the New VEBA pursuant to the stock payment option in respect of New Note B, as well as the warrant and shares issued upon the exercise thereof. The Company's option to settle all or any portion of the amounts due with respect to New Note B shall be subject in each instance to the satisfaction of certain conditions on the applicable Payment Date, such as Ford stock price being above \$1.00 on any Payment Date. See our Current Report on Form 8-K filed March 13, 2009 for further details of these matters.

As disclosed in Ford's Annual Report on Form 10-K for the year ended December 31, 2008, the Company had 2,325,468,761 shares of common stock outstanding. Using the price of \$2 per share for the December 31, 2009 New Note B payment, the number of shares of common stock that could be issued would be 304,975,000. Assuming the Company satisfies all or a substantial portion of its future payment obligations under New Note B by issuing common

stock, it anticipates exceeding the 20% share-issuance limit prescribed in the NYSE Listed Company Manual. Under this limitation, a company whose shares are listed on the NYSE cannot, without shareholder approval, issue shares of its common stock in a transaction or series of related transactions in amounts equal to or in excess of 20% of the number of shares of common stock outstanding. Consequently, the Company is also requesting your approval to allow

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issuance of common stock to the New VEBA as contemplated by the schedule above in excess of 20% of the shares outstanding prior to the issuances.

If the Company cannot, or elects not to, satisfy its obligations by issuing common stock to the New VEBA, it must pay the New VEBA in cash. The Board of Directors believes it is in the best interests of the Company and shareholders to provide the Company the flexibility to satisfy the New VEBA obligations with the issuance of common stock rather than cash. Notwithstanding the option to pay the New VEBA obligations in stock in lieu of cash, Ford will use its discretion in determining which form of payment makes sense at the time of each required payment, balancing liquidity needs and preservation of shareholder value. In making such a determination, the Company will consider facts and circumstances existing at the time of each required payment, including market and economic conditions, available liquidity, and the price of Ford common stock. Assuming the Board determines it is in the best interests of the Company and shareholders to issue common stock to the New VEBA in satisfaction of a substantial portion of our obligations under New Note B, shareholders will experience significant dilution.

During the current economic recession and the Company's restructuring, the conservation of cash is critically important. Ford has taken many actions in the past year to maintain liquidity. These actions included compensation actions, such as cancelling the annual merit increases to salary for salaried employees, cancelling the Incentive Bonus Plan payouts for 2008 and 2009 performance years, suspending Company matching contributions to the Company's 401(k) plan, and employee separations. As discussed above, the UAW also has made significant concessions, including foregoing cost of living increases, reducing Company holidays, and foregoing annual bonuses. These actions, and others, have been taken to strengthen competitiveness and, importantly, to avoid having to access government bridge loans. If either Proposal 3 or Proposal 4 is not approved and the Company is unable to issue shares of common stock in satisfaction of its obligations under New Note B, the Company's liquidity would be adversely affected.

Holders of common stock do not have any right to purchase additional shares of Ford common stock pursuant to the issuance to the New VEBA or others.

The following information is incorporated by reference from Ford's Annual Report on Form 10-K for the year ended December 31, 2008, filed with the SEC on February 26, 2009:

Part II, Item 8 relating to Ford's Financial Statements and supplementary financial information (including the Report of Independent Registered Public Accounting Firm).

Part II, Item 7 relating to management's discussion and analysis of financial condition and results of operations.

Part II, Item 9 relating to changes in and disagreements with accountants on accounting and financial disclosure.

Part II, Item 7A relating to quantitative and qualitative disclosures about market risk.

Additionally, the following Current Reports on Form 8-K filed by Ford are incorporated by reference:

Current Report on Form 8-K filed March 4, 2009.

Current Report on Form 8-K filed March 13, 2009.

Current Report on Form 8-K filed March 23, 2009.

Representatives of PricewaterhouseCoopers LLP, our independent registered public accounting firm, will be present at the meeting with the opportunity to make a statement and answer questions.

This proposal must be approved by the holders entitled to cast a majority of the votes represented by the outstanding common stock and Class B stock voting together as a single class. Class B stockholders, who in the aggregate have 40% of the voting power of the common stock and Class B stock taken together, have indicated that it is their intention to vote their shares in favor of this proposal.

The Board of Directors recommends a vote **FOR** the following proposal:

RESOLVED: the Company is authorized to issue shares of common stock in a transaction or a series of related transactions in amounts equal to or in excess of 20% of the number of shares of common stock outstanding prior to

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the issuance thereof to permit the Company the option to use common stock to pay up to 50% of its cash payment obligations to the New VEBA.

PROPOSAL 4

Approval to Issue Common Stock in Excess of 1% of Amount Outstanding to an Affiliate

The Board of Directors requests your approval to issue common stock in a transaction or a series of related transactions to an affiliate in amounts that exceed one percent of the number of shares of common stock outstanding prior to such issuance. The New York Stock Exchange (NYSE) Listed Company Manual requires shareholder approval prior to the issuance of common stock in this instance. As noted in Proposal 3, we are seeking your approval of the proposed common stock issuances to allow the Company to use Ford common stock, should we determine it to be in the best interests of the Company, to meet up to 50% of our obligations to the Voluntary Employee Beneficiary Association (VEBA) for retired Ford hourly employees who are members of the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (UAW).

Proposal 3 requests your approval to authorize the issuance of shares of our common stock to the New VEBA as detailed therein in amounts equal to or in excess of 20% of the number of shares of common stock outstanding prior to such issuances. Proposal 4 requests your approval to authorize the issuance of shares of common stock to an affiliate (the New VEBA) in amounts that exceed one percent of the number of shares of common stock outstanding prior to such issuance. It is important to note that Ford needs your approval of both Proposal 3 and Proposal 4 in order to allow the Company the option to meet up to 50% of our obligations to the New VEBA by the issuance of common stock.

We incorporate by reference the information in Proposal 3 concerning our Amendment to the Settlement Agreement with the UAW and the description of the transactions whereby we are allowed to issue shares of common stock to the New VEBA in satisfaction of our obligations under New Note B. Please read Proposal 3 carefully.

Proposal 3 states that we disclosed in Ford's Annual Report on Form 10-K for the year ended December 31, 2008, that the Company had 2,325,468,761 shares of common stock outstanding. Using the price of \$2 per share for the December 31, 2009 New Note B payment, the number of shares of common stock that could be issued would be 304,975,000. This issuance to the New VEBA would make the New VEBA an owner of more than 5% of Ford common stock and, thus, an affiliate of the Company's for purposes of the NYSE Listed Company Manual. As such, any further issuance of common stock in excess of 1% of the then-outstanding amount of shares to the New VEBA in satisfaction of any portion of a New Note B payment would require shareholder approval. Because we anticipate further issuances of common stock to the New VEBA with respect to some or all of the other payments of the New Note B, the Company is requesting your approval to allow such future issuances.

If the Company cannot satisfy its obligations by issuing common stock to the New VEBA, it must pay the New VEBA in cash. The Board of Directors believes it is in the best interests of the Company and shareholders to provide the Company the flexibility to satisfy the New VEBA obligations with the issuance of common stock rather than cash. Notwithstanding the option to pay the New VEBA obligations in stock in lieu of cash, Ford will use its discretion in determining which form of payment makes sense at the time of each required payment, balancing liquidity needs and preservation of shareholder value. In making such a determination, the Company will consider facts and circumstances existing at the time of each required payment, including market and economic conditions, available liquidity, and the price of Ford common stock. Assuming the Board determines it is in the best interests of the Company and shareholders to issue common stock to the New VEBA in satisfaction of a substantial portion of our obligations under New Note B, shareholders will experience significant dilution.

During the current economic recession and the Company's restructuring, the conservation of cash is critically important. Ford has taken many actions in the past year to maintain liquidity. These actions included compensation actions, such as cancelling the annual merit increases to salary for salaried employees, cancelling the Incentive Bonus

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Plan payouts for 2008 and 2009 performance years, suspending Company matching contributions to the Company's 401(k) plan, and employee separations. As discussed in Proposal 3, the UAW also has made significant concessions, including foregoing cost of living increases, reducing Company holidays, and foregoing annual bonuses. These actions, and others, have been taken to strengthen competitiveness and, importantly, to avoid having to access government bridge loans. If either Proposal 3 or Proposal 4 is not approved and the Company is unable to issue shares of common stock in satisfaction of its obligations under New Note B, the Company's liquidity would be adversely affected.

Holders of common stock do not have any right to purchase additional shares of Ford common stock pursuant to the issuance to the New VEBA or others.

The following information is incorporated by reference from Ford's Annual Report on Form 10-K for the year ended December 31, 2008, filed with the SEC on February 26, 2009:

Part II, Item 8 relating to Ford's Financial Statements and supplementary financial information (including the Report of Independent Registered Public Accounting Firm).

Part II, Item 7 relating to management's discussion and analysis of financial condition and results of operations.

Part II, Item 9 relating to changes in and disagreements with accountants on accounting and financial disclosure.

Part II, Item 7A relating to quantitative and qualitative disclosures about market risk.

Additionally, the following Current Reports on Form 8-K filed by Ford are incorporated by reference:

Current Report on Form 8-K filed March 4, 2009.

Current Report on Form 8-K filed March 13, 2009.

Current Report on Form 8-K filed March 23, 2009.

Representatives of PricewaterhouseCoopers LLP, our independent registered public accounting firm, will be present at the meeting with the opportunity to make a statement and answer questions.

This proposal must be approved by the holders entitled to cast a majority of the votes represented by the outstanding common stock and Class B stock voting together as a single class. Class B stockholders, who in the aggregate have 40% of the voting power of the common stock and Class B stock taken together, have indicated that it is their intention to vote their shares in favor of this proposal.

The Board of Directors recommends a vote **FOR** the following proposal:

RESOLVED: the Company is authorized to issue shares of common stock in a transaction or a series of related transactions to an affiliate in amounts that exceed one percent of the number of shares of common stock outstanding prior to such issuance to permit the Company the option to use common stock to pay up to 50% of its cash payment obligations to the New VEBA.

PROPOSAL 5

Mrs. Evelyn Y. Davis, Suite 215, Watergate Office Building, 2600 Virginia Ave., N.W., Washington, D.C. 20037, who owns 2,000 shares of common stock, has informed the Company that she plans to present the following proposal at the meeting:

RESOLVED: That the stockholders of Ford assembled in Annual Meeting in person and by proxy hereby request the Board of Directors to have the Company furnish the stockholders each year with a list of people employed by the Corporation with the rank of Vice President or above, or as a consultant, or as a lobbyist, or as legal counsel or investment banker or director, who, in the previous five years have served in any governmental capacity, whether Federal, City or State, or as a staff member of any CONGRESSIONAL COMMITTEE or regulatory agency, and to

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disclose to the stockholders whether such person was engaged in any matter which had a bearing on the business of the Corporation and/or its subsidiaries, provided that information directly affecting the competitive position of the Corporation may be omitted.

REASONS: Full disclosure on these matters is essential at Ford because of its many dealing with Federal and State agencies, and because of pending issues forthcoming in Congress and/or State and Regulatory Agencies.

If you AGREE, please mark your proxy FOR this resolution.

The Board of Directors recommends a Vote against Proposal 5.

We believe that this proposal would not result in any appreciable benefit to you or the Company and is, therefore, not in the best interests of you or Ford.

Ford recruits and selects its officers, employees, and outside professionals on the basis of their qualifications, experience, and integrity. When a former government employee is hired, any such employee and Ford are subject to laws that regulate the activities of former government officers. Further, SEC rules already require that we list in our Annual Report on Form 10-K the business experience during the past five years of all of our executive officers. This includes reporting of any governmental positions held during that period.

In the opinion of the Board, the additional information made available by such a report would not provide shareholders with any appreciable benefit.

The Board of Directors recommends a Vote against Proposal 5.

PROPOSAL 6

Mr. John Chevedden of 2215 Nelson Avenue, Number 205, Redondo Beach, California 90278, who owns 600 shares of common stock, has informed the Company that he plans to present the following proposal at the meeting:

Special Shareholder Meetings

RESOLVED, Shareowners ask our board to take the steps necessary to amend our bylaws and each appropriate governing document to give holders of 10% of our outstanding common stock (or lowest percentage allowed by law above 10%) the power to call special shareowner meetings. This includes that such bylaw and/or charter text will not have any exception or exclusion conditions (to the fullest extent permitted by state law) that apply only to shareholders but not to management and/or the board.

Statement of John Chevedden

Special meetings allow shareowners to vote on important matters, such as electing new directors, that can arise between annual meetings. If shareowners cannot call special meetings investor returns may suffer. Shareowners should have the ability to call a special meeting when a matter merits prompt consideration.

This proposal topic won impressive support at the following companies based on 2008 yes and no votes:

Occidental Petroleum (OXY)	66%	Emil Rossi (Sponsor)
FirstEnergy Corp. (FE)	67%	Chris Rossi

Marathon Oil (MRO)

69% Nick Rossi

The merits of this Special Shareowner Meetings proposal should also be considered in the context of the need for further improvements in our company's corporate governance and in individual director performance. In 2008 the following governance and performance issues were identified:

The Corporate Library www.thecorporatelibrary.com, an independent investment research firm, rated our company:

D in Overall Board Effectiveness.

Very High Concern in CEO pay.

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High Concern in Takeover Defenses.

High Governance Risk Assessment

We did not have an Independent Chairman.

Three directors were insiders or quasi-insiders Independence concerns.

Four directors had more than 20-years tenure Independence concern:

William Ford Jr.

Ellen Marram (who received our most withheld votes)

Edsel Ford

Irvine Hockaday

Our directors served on 8 boards rated D or F by The Corporate Library:

William Ford Jr.	eBay (EBAY)
John Thornton	Intel (INTC)
John Thornton	News Corporation (NWS) F-rated
Ellen Marram	Eli Lilly (LLY)
Edsel Ford	International Speedway Corporation (ISCA)
Irvine Hockaday	Sprint Nextel (S)
Irvine Hockaday	Estee Lauder (EL)
Irvine Hockaday	Crown Media (CRWN)

Our directors also served on the executive pay committees of the following companies which were each rated Very High Concern in executive pay by The Corporate Library:

William Ford Jr.	eBay (EBAY)
John Thornton	Intel (INTC)
John Thornton	News Corporation (NWS)
Ellen Marram	Eli Lilly (LLY)

Irvine Hockaday (our Lead Director no less) was also designated a Problem Director due to his involvement with Sprint. Sprint's proposed merger with Worldcom led to accelerating \$1.7 billion in stock options even though the merger ultimately failed.

Our directors were designated Accelerated Vesting directors by The Corporate Library for speeding up stock option vesting to avoid recognizing the related cost:

Irvine Hockaday

John Thornton

Ellen Marram

Richard Manoogian

The above concerns shows there is need for improvement. Please encourage our board to respond positively to this proposal:

Special Shareholder Meetings

Yes on 6

The Board of Directors recommends a Vote against Proposal 6.

The Board does not believe that this proposal is in your best interests. The present provision in our By-Laws that 30% of the total outstanding number of shares of any class of stock may call a special meeting is reasonable. The 30% threshold prevents a small group of shareholders from calling a special meeting on topics that the majority of shareholders have little or no interest in. Furthermore, calling special meetings involves a significant expense on

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behalf of the Company. By maintaining the 30% requirement, the Company and you are assured that a significant number of shareholders consider a particular matter to be of sufficient importance to merit a special meeting.

Ford is incorporated in Delaware and its laws require that major corporate actions, such as a merger or a sale of substantially all of our assets, be approved by shareholders. Additionally, it is difficult to see how lowering the threshold to permit holders of 10% of outstanding stock to call special meetings of shareholders would address the listed concerns of the proponent. Consequently, because Delaware law provides shareholders with the ability to vote on major corporate actions and the proponent does not provide any other compelling reason to change the current 30% requirement for holding a special meeting, the Board of Directors does not believe this proposal is in your or the Company's best interests.

The Board of Directors recommends a Vote against Proposal 6.

PROPOSAL 7

The Ray T. Chevedden and Veronica G. Chevedden Family Trust, which owns 1,748 shares of common stock, has informed the Company that the following proposal will be presented at the meeting:

Equal Shareholder Voting

RESOLVED: Shareholders request that our Board take steps to adopt a recapitalization plan for all of Ford's outstanding stock to have one-vote per share. This would include all practicable steps including encouragement and negotiation with Ford family shareholders to request that they relinquish, for the common good of all shareholders, any preexisting rights.

This proposal is not intended to unnecessarily limit our Board's judgment in crafting the requested change in accordance with applicable laws and existing contracts.

Equal Shareholder Voting Supporting Statement of Ray T. Chevedden

Ford Family shares are allowed 16-votes per share compared to the one-vote per share for regular shareholders. This dual-class voting stock reduces accountability by allowing corporate control to be retained by insiders disproportionately to their money at risk.

The danger of giving disproportionate power to insiders is illustrated by Adelphia Communications. Adelphia's dual-class voting stock gave the Rigas family control and contributed to Adelphia's participation in one of the most extensive financial frauds ever to take place at a public company. See Securities and Exchange Commission Litigation Release No. 17627 (July 24, 2002).

The SEC alleged that Adelphia fraudulently excluded more than \$2 billion in bank debt from its financial statements and concealed rampant self-dealing by the Rigas Family. Meanwhile, the price of Adelphia stock collapsed from \$20 to 79¢ in two-years.

The 2008 edition of this proposal to Ford won the all-time highest vote for a Ford shareholder proposal - 730 million votes in favor. Support for this topic has increased:

2006	519 million votes in favor.
2007	621 million votes in favor.

2008

730 million votes in favor.

In 2005 our management even petitioned the Securities and Exchange Commission in a failed attempt to prevent shareholders from voting on this topic. Further details are in *Ford Motor Company* (March 7, 2005) available through SECnet <http://www.wsb.com>.

Dual-class stock companies like Ford take shareholder money but do not let shareholders have an equal voice in their company's management. Without a voice, shareholders cannot hold management accountable.

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The Corporate Library www.thecorporatelibrary.com an independent investment research firm said: It is difficult to see any alignment between the interests of the Ford Family and the interests of other shareholders. Former Chairman and CEO William Clay Ford, Jr., his father, former longtime director William Clay Ford, Sr., and Sr. s nephew, director and former executive Edsel B. Ford II, together own more than 40% of the shares voting power through dual-class stock ownership. Meanwhile former CEO William Clay Ford, Jr. was awarded more \$100 million in stock and options over the last five years, while shareholders suffered a loss of more than 42% of their investment value.

Ford had a market capitalization of \$25 billion in 2004 falling to \$4 billion in 2008. It is only right that we as shareholders should be able to hold our board accountable in proportion to the money that we have at risk in our company.

**Equal Shareholder Voting
Yes on 7**

The Board of Directors recommends a Vote against Proposal 7.

We oppose the proposal because it is not in the best interests of Ford or you.

The Company s founding family has over a 100-year history of significant involvement in the affairs of Ford Motor Company. During that time, all shareholders have benefited from this involvement. Through their actions over the past century, the Ford family has proven that the long-term success of the Company for the benefit of all shareholders has been, and continues to be, the primary purpose of their involvement.

The Company s current share capital structure, with both common and Class B stock outstanding, has been in place since Ford became a public company in 1956. Each shareholder purchasing a share of Ford stock is aware of this capital structure, and many are attracted to Ford stock by the long-term stability the Class B shareholders provide to the Company. In addition, a majority of the members of the Company s Board of Directors are independent and all of the directors act in the best interests of all shareholders, in accordance with their fiduciary duties under Delaware law and the Company s Restated Certificate of Incorporation. Moreover, the Company is operated under sound Corporate Governance Principles (see the Corporate Governance discussion on pp. 15-20). The Ford family s involvement with the Company has greatly benefited all shareholders, and the long history of Ford family involvement in and with the Ford Motor Company has been one of its greatest strengths. Consequently, the proposal is not in the best interests of the Company or you.

The Board of Directors recommends a Vote against Proposal 7.

PROPOSAL 8

Trillium Asset Management of 711 Atlantic Avenue, Boston, Massachusetts 02111, on behalf of Michael Lazarus, owner of 600 shares and the St. Scholastica Monastery Benedictine Sisters, 1301 South Albert Pike, Fort Smith, Arkansas 72913, owners of 1,515 shares, informed the Company that the following proposal will be presented at the meeting:

RESOLVED, that the shareholders of Ford (Company) hereby request that the Company provide a report, updated semi-annually, disclosing the Company s:

1. Policies and procedures for political contributions and expenditures (both direct and indirect) made with corporate funds.

2. Monetary and non-monetary political contributions and expenditures not deductible under section 162 (e)(1)(B) of the Internal Revenue Code, including but not limited to contributions to or expenditures on behalf of political candidates, political parties, political committees and other political entities organized and operating under 26 USC Sec. 527 of the Internal Revenue Code and any portion of any dues or similar

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payments made to any tax exempt organization that is used for an expenditure or contribution if made directly by the corporation would not be deductible under section 162 (e)(1)(B) of the Internal Revenue Code. The report shall include the following:

- a. An accounting of the Company's funds that are used for political contributions or expenditures as described above;
- b. Identification of the person or persons in the Company who participated in making the decisions to make the political contribution or expenditure; and
- c. The internal guidelines or policies, if any, governing the Company's political contributions and expenditures.

The report shall be presented to the board of directors' audit committee or other relevant oversight committee and posted on the company's website to reduce costs to shareholders.

Stockholder Supporting Statement

As long-term shareholders of Ford, we support transparency and accountability in corporate spending on political activities. These activities include direct and indirect political contributions to candidates, political parties or political organizations; independent expenditures; or electioneering communications on behalf of a federal, state or local candidate.

Disclosure is consistent with public policy, in the best interest of the company and its shareholders, and critical for compliance with recent federal ethics legislation. Absent a system of accountability, company assets can be used for policy objectives that may be inimical to the long-term interests of and may pose risks to the company and its shareholders.

Ford contributed at least \$1 million dollars in corporate funds since the 2002 election cycle. (CQ's PoliticalMoneyLine: <http://moneyline.cq.com/pml/home.do> and National Institute on Money in State Politics: <http://www.followthemoney.org/index.phtml>.)

However, relying on publicly available data does not provide a complete picture of the Company's political expenditures. For example, the Company's payments to trade associations used for political activities are undisclosed and unknown. In many cases, even management does not know how trade associations use their company's money politically. The proposal asks the Company to disclose all of its political contributions, including payments to trade associations and other tax exempt organizations. This would bring our Company in line with a growing number of leading companies, including Pfizer, Aetna and Amercian Electric Power that support political disclosure and accountability and present this information on their websites.

The Company's board and its shareholders need complete disclosure to be able to fully evaluate the political use of corporate assets. Thus, we urge your support for this critical governance reform.

The Board of Directors recommends a Vote against Proposal 8.

Corporations are prohibited under federal and many state laws from making direct or indirect contributions to candidates or political parties. The Company has a policy not to make contributions to political candidates or organizations, nor to employ its resources for the purpose of helping to elect candidates to public office, even where permitted by law.

The Company has a political action committee, the Ford Civic Action Fund (the Fund). All of the contributions made by the Fund are derived from voluntary employee contributions; the Company makes no contributions. The Company does, however, pay the solicitation and administrative expenses of the Fund, which are minimal, as permitted by law. Information with respect to contributions made by the Fund in connection with federal and state elections is publicly available at the Federal Election Commission and applicable state boards of election, respectively.

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Where permitted by law, the Company occasionally makes contributions with respect to state and local ballot questions and referenda that have a direct impact on the Company's business (such as those dealing with local property taxes). Information with respect to contributions made in connection with ballot questions and referenda is publicly available through local boards of election.

We do not believe that the additional information requested by the proposal will add significant value for shareholders. To the extent the Proposal would cover payments to tax exempt organizations that in turn may engage in political activity, it should be noted that Ford belongs to many trade associations. These memberships provide significant benefits to the Company and shareholders. Management is aware of the political activities of these organizations and ensures that any such activities further our corporate interests and thus your interests as shareholders. To produce the detailed report requested by the proposal would require significant time and expense. The Board believes that these resources could be better utilized in moving our business forward and, consequently, does not support the proposal.

The Board of Directors recommends a Vote against Proposal 8.

PROPOSAL 9

Mr. Jack E. Leeds of 44930 Dunbarton Drive, Novi, Michigan 48375, who owns 4,048 shares of common stock, has informed the Company that the following proposal will be presented at the meeting:

Shareholder Say on Executive Pay

RESOLVED, that shareholders request our board of directors to adopt a policy that provides shareholders the opportunity at each annual shareholder meeting to vote on an advisory resolution, proposed by management, to ratify the compensation of the named executive officers set forth in the proxy statement's Summary Compensation Table and the accompanying narrative disclosure of material factors provided to understand the Summary Compensation Table (but not the Compensation Discussion and Analysis). The proposal submitted to shareholders should make clear that the vote is non-binding and would not affect any compensation paid or awarded to any named executive officers.

Investors are increasingly concerned about mushrooming executive pay especially when it is insufficiently linked to performance. Shareholders filed close to 100 Say on Pay resolutions in 2008. Votes on these resolutions averaged 43% in favor, with ten votes over 50%, demonstrating strong shareholder support.

There should be no doubt that executive compensation lies at the root of the current financial crisis, wrote Paul Hodgson for The Corporate Library www.thecorporatelibrary.com, an independent research firm. There is a direct link between the behaviors that led to this financial collapse and the short-term compensation programs so common in financial services companies that rewarded short-term gains and short-term stock price increases with extremely generous pay levels.

The following executive pay and performance issues were identified at our company in 2008:

The Corporate Library rated our company Very High Concern in CEO pay with \$21 million for Alan Mulally and pay for:

Personal use of company aircraft \$750,000
Tax reimbursements
Season ticket to athletic events
Club memberships

401(k) contributions

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Alan Mulally was awarded 1.7 million options in 2007. The large size of this option award raised concern over the link between executive pay and management performance given that small increases in Ford's share price (which can be completely unrelated to management performance) can result in large financial awards.

Donat Leclair and Lewis Booth were paid more than \$10 million each.

Meanwhile our executive pay committee had 3 members and each was designated an Accelerated Vesting director by The Corporate Library for speeding up stock option vesting to avoid recognizing the related cost:

Ellen Marram
John Thornton
Richard Manoogian

Ellen Marram also had more than 20-years Ford tenure (independence concern), served on the Eli Lilly (LLY) board rated D by The Corporate Library and received our most withheld votes.

John Thornton served on the D-rated Intel (INTC) board and the F-rated News Corporation (NWS) board.

Our executive pay committee directors also served on the following executive pay committees which were each rated Very High Concern in executive pay The Corporate Library:

John Thornton	Intel (INTC)
John Thornton	News Corporation (NWS)
Ellen Marram	Eli Lilly (LLY)

The above concerns shows there is need for improvement. I urge our board to respond positively to this proposal:

**Shareholder Say on Executive Pay
Yes on 9**

The Board of Directors recommends a Vote against Proposal 9.

We recognize the interest of our shareholders in executive compensation and we endeavor to provide you with a completely transparent view of executive compensation at Ford. For the reasons detailed below, however, our Board is recommending a vote against this proposal.

As set forth in the Compensation Discussion and Analysis and the Executive Compensation tables in this proxy statement, we provide comprehensive analysis of our executive compensation objectives and practices, including the decision-making process of our Compensation Committee, comprised of independent directors, and we provide detailed disclosure of each element of compensation awarded to the Named Executives. Our Compensation Committee, in setting compensation for our senior executives, seeks to reward both individual and Company performance, considers the levels and forms of compensation necessary to recruit and retain talented executives, and aligns a large percentage of executive compensation to your interests as shareholders.

The Committee has demonstrated its capacity to adapt quickly and flexibly to changes in the business environment, in market conditions, and to the regulatory environment. For instance, the Committee decided that there would be no payout for the 2008 and 2009 performance years for the Incentive Bonus Plan and that there would be no annual merit increases to salary for the Named Executives in 2008 and 2009.

Moreover, attracting, retaining, and motivating talented employees is crucial to our success. The Committee must be able to establish competitive practices to retain our key talent without the concern of being second-guessed by an advisory shareholder vote.

Additionally, the proposal is not an effective mechanism for conveying shareholder opinions on our executive compensation practices because it would not provide the Committee with a clear indication of the meaning of the

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vote. An advisory vote would not convey your views about the merits and shortcomings of any particular element of our executive compensation practices. Consequently, it would not provide the Committee with useful information on how you would like to see these practices improve.

We provide you with an effective method for expressing your views about our executive compensation practices. As discussed in Corporate Governance Communications with the Board/Annual Meeting Attendance on p. 20, you may communicate your concerns directly to our Board. Direct communications allow you to articulate specific concerns to our Compensation Committee. An advisory vote does not allow for that kind of communication. We also note that executive compensation is currently the subject of potential legislative and regulatory activity. It is prudent to await the finalization of any such legislation or regulation before voluntarily adopting additional procedures regarding executive compensation. For these reasons, the Board does not believe the proposal is in the best interests of you or the Company.

The Board of Directors recommends a Vote against Proposal 9.

PROPOSAL 10

Carl Olson, P.O. Box 6102, Woodland Hills, California 91365, owner of 437 shares of common stock, has informed the Company that he plans to present the following proposal at the meeting:

Resolution on Significant Enforceability of Stockowner Votes

Be it resolved by the stockowners to request that for each item of business to be voted on at a stockowner meeting, the proxy statement shall include a statement of:

1. the percentage of the vote required for approval.
2. the legal effect of the approval. This would include stating if an effect automatically occurs or if some specified action(s) would be required to be taken in order to be implemented. If any other specified action(s) would be required, an intended timetable of these actions would be presented.
3. if the item of business is approved, how a stockowner can be informed as to what action the board or management has taken to implement it. This would include whether the board and management will make a report that is distributed to all stockowners, or whether a stockowner would need to make a request (with details on how the request would be made). This would also include an intended timetable for board and management to implement it.
4. if an item of business is approved which requests that the board or management take (or refrain from taking) some action, and if the board or management fails to take (or refrains from taking) such actions, the rights of stockowners to enforce the approved item of business (a) by a process within the corporation and (b) by court action.

Supporting Statement

When we stockowners vote on items of business at stockowner meetings, we should know the consequences of all the votes. We should also be informed of the follow-up by the board and management.

The right to know what actions are taken (or the failure to take actions) is important for proper corporate governance. Boards and management must be accountable for the votes of stockowners, and prompt and full compliance with

them.

Perhaps the best argument for this resolution is that the proxy statement you are reading does not include a complete statement about the significance and enforceability of each item of business, as is requested in this resolutions.

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Vote yes, and future proxy statements may well have this vital information. If this resolutions is approved, wouldn't you like to know how and whether it is implemented? If the board opposes this resolution, I think it would be a troubling for corporate governance of our corporation.

The Board of Directors recommends a Vote against Proposal 10.

The Company opposes this proposal because it is not in the best interests of the Company or you. The Company already provides in this proxy statement much of the information the proposal requests. For example, we disclose that a proposal must receive a majority of the votes cast at the meeting in order to be approved. All shareholder proposals request the Board or the Company to take or refrain from taking action. Proposals that require the Board or the Company to take certain action, in general, violate SEC shareholder proposal rules and may be excluded from the proxy materials, with the concurrence of the SEC. Consequently, if any shareholder proposal was approved, the Board would not be required to implement the proposal but would consider whether implementation was in the best interests of the Company.

Additionally, the Company already discloses a method by which shareholders can communicate with the Board (see Corporate Governance Communications with the Board/Annual Meeting Attendance on p. 20). This method can easily be used by proponents to gather information regarding any proposal that may receive a majority vote. Moreover, as it is the Board's decision as to whether to implement an approved proposal, acting in accordance with its fiduciary duties, discussing whether there are processes to enforce a proposal is not relevant if the Board determines to not implement such a proposal.

For these reasons, the proposal is not in the best interests of you or the Company.

The Board of Directors recommends a Vote against Proposal 10.

PROPOSAL 11

The National Ministries, American Baptist Churches USA, P.O. Box 851, Valley Forge, Pennsylvania 19482-0851; the Camilla Madden Charitable Trust, 1257 East Siena Heights Drive, Adrian, Michigan 49221; and Trinity Health, 766 Brady Ave., Apt. 635, Bronx, New York 10462, owners of more than \$2,000 of common stock, have informed the Company that the following proposal will be presented at the meeting:

HEALTH CARE REFORM PRINCIPLES

RESOLVED: shareholders urge the Board of Directors to adopt principles for comprehensive health care reform (such as those based upon principles reported by the Institute of Medicine:

1. Health care coverage should be universal.
2. Health care coverage should be continuous.
3. Health care coverage should be affordable to individuals and families.
4. The health insurance strategy should be affordable and sustainable for society.
5. Health insurance should enhance health and well being by promoting access to high-quality care that is effective, efficient, safe, timely, patient-centered, and equitable).

Consistently polls show that access to affordable, comprehensive health care insurance is the most significant social policy issue in America (NBC News/*Wall Street Journal*, the Kaiser Foundation and *The New York Times*/CBS News). Health care reform also has become a core issue in the 2008 presidential campaign.

Many national organizations have made health care reform a priority. In 2007, representing a stark departure from past practice, the American Cancer Society redirected its entire \$15 million advertising budget to the consequences of inadequate health coverage in the United States (*New York Times*, 8/31/07).

John Castellani, president of the Business Roundtable (representing 160 of the country's largest companies), states that 52% of the Business Roundtable's members say health costs represent their biggest economic challenge. The cost

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of health care has put a tremendous weight on the U.S. economy, according to Castellani, The current situation is not sustainable in a global, competitive workplace. (*BusinessWeek*, July 3, 2007). The National Coalition on Health Care (whose members include 75 of the United States largest publicly-held companies, institutional investors and labor unions), also has created principles for health insurance reform. According to the National Coalition on Health Care, implementing its principles would save employers presently providing health insurance coverage an estimated \$595-\$848 billion in the first 10 years of implementation.

Annual surcharges as high as \$1160 for the uninsured are added to the total cost of each employee's health insurance, according to Kenneth Thorpe, a leading health economist at Emory University. Consequently, we shareholders believe that the 47 million Americans without health insurance results in higher costs for U.S. companies providing health insurance to their employees.

In our view, increasing health care costs have focused growing public awareness and media coverage on the plight of active and retired workers struggling to pay for medical care. Increasing health care costs leads companies to shift costs to employees. This can reduce employee productivity, health and morale.

Supporting Statement

The Institute of Medicine, established by Congress as part of the National Academy of Sciences, issued its principles for reforming health insurance coverage in Insuring America's Health: Principles and Recommendations (2004). Secretary of Health and Human Services Michael Levitt, said in a September speech that, at its present growth rate, health care spending could potentially drag our nation into a financial crisis that makes our major subprime mortgage crisis look like a warm summer rain. (NYT, Dec. 3, 2008)

The Board of Directors recommends a Vote against Proposal 11.

The Company is keenly aware of the cost burden of providing quality health care to its employees and retirees. Likewise, we also are aware that employee health has a direct relation to productivity. Providing health insurance also enhances our ability to attract and retain employees. There is much in the proposal with which we agree. For example, we believe the issue of rising health care costs is a significant economic challenge for individuals as well as for companies. Accordingly, we have worked with insurers in order to offer quality health care at reasonable costs. We have worked with federal and local governments on various proposals to ease the cost burden of health care. In cooperation with the UAW, we maintain several fitness centers across the country and encourage all employees to utilize them in order to improve their overall health. We provide access to health awareness classes so employees can learn more about how to manage their health. These are just a few of the many actions that we are taking in order to improve employee health and lessen the cost of providing health care to employees.

While we acknowledge the importance of this issue, it is admittedly complex. While the principles set forth in the proposal are laudatory, we do not believe that adopting the principles noted above will necessarily move solutions to this issue forward. Moreover, by unilaterally adopting such principles, with which not every constituent may agree, we risk discouraging valuable dialogue between stakeholders that might not otherwise take place. As indicated above, we have been and will continue to address the issue of health care costs on multiple fronts and much of the debate on this important public policy issue will take place in public forums. The Board does not believe, however, that adopting the principles requested by the proposal is in the best interests of the Company.

The Board of Directors recommends a Vote against Proposal 11.

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PROPOSAL 12

William B. Thrower of 4931 S. Nelson Drive, Katy, Texas 77493, owner of at least \$2,000 of common stock, has informed the Company that he plans to present the following proposal at the meeting:

RESOLVED: That shareholders of Ford Motor Company urge the Compensation Committee of the Board of Directors (the Committee) to adopt a policy requiring mandatory review of all executive compensation, and that until such time as the company is profitable for two (2) consecutive years, such compensation shall be limited to no more than \$10,000.00 per week with the same fringe benefits that are offered to all employees. No other perks including, but not limited to, cash bonuses, autos, memberships, stock, options or any other extra remuneration shall be given executive personnel.

Supporting Statement: Ford has generated a cumulative net loss in excess of \$24,000,000,000.00 from the beginning of 2006 through the third quarter of 2008. The stock price decreased over 67% during this time. In 2001 there were three quarterly dividends of \$0.30 and one of \$0.15 which turned into \$0.10 quarterly dividends thereafter till they ceased in mid 2006. Tens of thousands of employees have separated from the company, retiree health care benefits reduced, and wages for hourly new-hires slashed. Yet the company has paid bonuses in the tens of millions of dollars in the same time frame which resulted in large scale ridicule around the world.

Now as Ford, Chrysler, and GM head to Washington, D.C. not once but twice with hat in hand to beg the American public to bail-out the industry, the ridicule has changed to resentment and outrage. Had the Company through its Directors endorsed this proposal last year or implemented a similar policy, Ford Motor Company could certainly have differentiated itself as a struggling but dedicated and in-tune American Corporation needing a little assistance and not just another out of touch corporate beggar looking to feast at the government trough.

As stockholders, we must insist that all available capital be used for product development and restructuring. The process of funneling cash for bonuses is now bringing direct, severe condemnation to the Company through virtually all media and worse still in discussions among nearly all Americans.

All employees of the company should forgo bonuses until the company is firmly on profitable ground again and that should begin with our executive leaders.

Stockholders are still waiting to see their bonuses in the form of dividends and rising stock prices. After profitability returns, reward amply the company executives and employees whose diligence and efforts achieved this profitability success. I strongly encourage all stockholders to approve this proposal thereby demonstrating our commitment to principle, deed and fiscal responsibility while returning Ford to a very successful worldwide automobile manufacturer.

The Board of Directors recommends a Vote against Proposal 12.

The Board of Directors opposes this proposal because it is not in the best interest of the Company or you. Competition for executive talent in corporate America is fierce. Adopting the proposal would greatly hinder our efforts to attract and retain top executive talent. As we discuss in the Compensation Discussion and Analysis Executive Summary on p. 29 we have taken the following compensation actions: (i) no annual merit increases to salary for the Named Executives in 2008 and 2009; (ii) no payout under the Incentive Bonus Plan for 2008 and 2009 performance; and (iii) discontinuing Company matching for 401(k) plans. However, to limit the compensation in the manner the proposal suggests unduly limits the Compensation Committee to act in the best interest of the Company and could result in the loss of essential executive talent needed to complete our turnaround efforts and support future growth.

The Company made significant progress in 2008 in quality and cost performance metrics (see Compensation Discussion and Analysis Equity-Based Compensation A. Annual Performance Unit and Stock Option Grants on pp. 35-39). This progress will help us achieve our goal of automotive profitability by 2011. It is reasonable to recognize and appropriately compensate the executives and other employees whose efforts helped us achieve this progress.

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Additionally, we strongly believe we have differentiated ourselves by not taking government assistance. Our plan is not to access government bridge loans and we continue to work towards that goal. Because the proposal could be detrimental to attracting and retaining key executives needed to further progress our turnaround plan, the Board does not believe its adoption is in the Company's best interest or its shareholders.

The Board of Directors recommends a Vote against Proposal 12.

Shareholder Proposals for 2010

Unless the Board of Directors determines otherwise, next year's annual meeting will be held on May 13, 2010. Any shareholder proposal intended for inclusion in the proxy materials for the 2010 annual meeting must be received by the Company's Secretary no later than December 6, 2009, and can be sent via facsimile to 313-248-8713. Shareholder proposals submitted outside of the process described in Rule 14a-8 of the Securities Exchange Act of 1934, as amended, will not be considered at any annual meeting of shareholders. The Company will not include in the Notice of Annual Meeting proposals not in compliance with SEC Rule 14a-8 and, under the Company's By-Laws, no business other than that stated in the notice of meeting can be transacted at the meeting.

Annual Report and Other Matters

Ford's 2008 Annual Report, including consolidated financial statements, has been mailed to you or can be viewed by following the instructions on the Notice and Access letter received by you. A list of the shareholders of record entitled to vote at the annual meeting will be available for review by any shareholder, for any purpose related to the meeting, between 8:30 a.m. and 5:00 p.m. local time at Ford Motor Company, World Headquarters, One American Road, Dearborn, Michigan, and the Hotel du Pont, 11th and Market Streets, Wilmington, Delaware, for ten days prior to the meeting and on the day of the meeting.

Multiple Shareholders Sharing the Same Address

If you and other residents at your mailing address own shares of common stock in street name, your broker or bank may have sent you a notice that your household will receive only one annual report and proxy statement. This practice is known as householding, designed to reduce our printing and postage costs. However, if any shareholder residing at such an address wishes to receive a separate annual report or proxy statement, he or she may telephone the Shareholder Relations Department at 800-555-5259 or 313-845-8540 or write to them at One American Road, Suite 1026, Dearborn, Michigan 48126-2798.

Expenses of Solicitation

Ford will pay the cost of soliciting proxies in the accompanying form. We do not expect to pay any fees for the solicitation of proxies, but may pay brokers, nominees, fiduciaries and other custodians their reasonable fees and expenses for sending proxy materials to beneficial owners and obtaining their instructions. In addition to solicitation by mail, proxies may be solicited in person, by telephone, facsimile transmission or other means of electronic communication, by directors, officers and other employees of the Company.

Peter J. Sherry, Jr.
Secretary

April 3, 2009

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Directions to the Annual Meeting Site

The 2009 Annual Meeting of Shareholders is being held in the DuPont Auditorium at the Hotel du Pont, 11th and Market Streets, Wilmington, Delaware. Directions to the Hotel du Pont are as follows:

DIRECTIONS TO HOTEL DU PONT

11th and Market Streets, Wilmington, DE 19801
302-594-3100/800-441-9019

FROM PHILADELPHIA ON I-95 SOUTH

1. Take I-95 South through Chester to Wilmington.
2. Follow I-95 South to Exit 7A marked 52 South, Delaware Ave.
3. Follow exit road (11th Street) to intersection with Delaware Ave. marked 52 South, Business District.
4. At the Delaware Ave. intersection, bear left, continuing on 11th Street.
5. Follow 11th Street through four traffic lights. Hotel du Pont is on the right. Valet Parking is available at Hotel entrance. For self-parking, turn left on Orange Street, Car Park is on left.

FROM ROUTE 202

1. Follow Route 202 to I-95 intersection. Take I-95 South.
2. Take I-95 South, follow steps 2-5 above.

FROM BALTIMORE ON I-95 NORTH

1. Follow I-95 North to Wilmington, take Exit 7 marked Route 52, Delaware Ave.
2. From right lane, take Exit 7 onto Adams Street.
3. At the third traffic light on Adams Street, turn right. Follow sign marked 52 South, Business District.
4. At the Delaware Ave. intersection, bear left, continuing on 11th Street.
5. Follow 11th Street through four traffic lights. Hotel du Pont is on the right. Valet Parking is available at Hotel entrance. For self-parking, turn left on Orange Street, Car Park is on left.

FROM NEW JERSEY (NEW JERSEY TURNPIKE)

1. Take the New Jersey Turnpike South to Delaware Memorial Bridge.
2. After crossing the Delaware Memorial Bridge, follow signs to I-95 North.
3. From I-95 North, follow steps 1-5 above.

BY TRAIN: Amtrak train service is available into Wilmington, Delaware Station. The Hotel du Pont is located approximately twelve blocks from the train station.

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Information Incorporated by Reference

The following information was incorporated by reference in Proposal 3 from Ford's Annual Report on Form 10-K for the year ended December 31, 2008, filed with the SEC on February 26, 2009:

Part II, Item 8 relating to Ford's Financial Statements and supplementary financial information (including the Report of Independent Registered Public Accounting Firm).

Part II, Item 7 relating to management's discussion and analysis of financial condition and results of operations.

Part II, Item 9 relating to changes in and disagreements with accountants on accounting and financial disclosure.

Part II, Item 7A relating to quantitative and qualitative disclosures about market risk.

Additionally, the following Current Reports on Form 8-K filed by Ford were incorporated by reference in Proposals 3 and 4:

Current Report on Form 8-K filed on March 4, 2009.

Current Report on Form 8-K filed on March 13, 2009.

Current Report on Form 8-K filed on March 23, 2009.

Current Report on Form 8-K filed on April 11, 2008.

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**Notice of 2009
Annual Meeting of Shareholders
and Proxy Statement**

This Proxy Statement is printed entirely on recycled and recyclable paper. Soy ink, rather than petroleum-based ink, is used.

FORD MOTOR COMPANY-002CS-13631

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Annual Meeting Admission Ticket

Electronic Voting Instructions

You can vote by Internet or telephone!

Available 24 hour a day, 7 days a week!

Instead of mailing your proxy, you may choose one of the two voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Eastern Time, on May 14, 2009.

Vote by Internet

Log on to the Internet and go to

www.envisionreports.com/f

Following the steps outlined on the secured website.

Vote by telephone

Call toll-free 1-800-652-VOTE (8683) within the United States, Canada & Puerto Rico any time on a touch tone telephone. There is NO CHARGE to you for the call.

Following the instructions provided by the recorded message.

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.

6 IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. 6

A Proposals The Board of Directors recommends a vote FOR the listed nominees and FOR Proposals 2, 3 and 4.

- | | | | | | |
|---------------------------|------------------------|----------------------------|---------------------------|---------------------|---------------------------|
| 1. Election of Directors: | 01 Stephen G. Butler | 02 Kimberly A. Casiano | 03 Anthony F. Earley, Jr. | 04 Edsel B. Ford II | 05 William Clay Ford, Jr. |
| | 06 Richard A. Gephardt | 07 Irvine O. Hockaday, Jr. | 08 Richard A. Manoogian | 09 Ellen R. Marram | 10 Alan Mulally |
| | 11 Homer A. Neal | 12 Gerald L. Shaheen | 13 John L. Thornton | | |

Mark here to vote **FOR all nominees** To vote **AGAINST all nominees** +

FOR All EXCEPT - To vote against one or more nominees, mark the box to the left and the

	01	02	03	04	05	06	07	08	09	10	11	12	13
	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

corresponding numbered
box(es) to the right.

	For	Against	Abstain
2. Ratification of Selection of Independent Registered Public Accounting Firm.	o	o	o
	For	Against	Abstain
3. Approval to Issue Common Stock in Excess of 20% of Amount Outstanding.	o	o	o
4. Approval to Issue Common Stock in Excess of 1% of Amount Outstanding to an Affiliate.	o	o	o

B Shareholder Proposals The Board of Directors recommends a vote AGAINST Proposals 5, 6, 7, 8, 9, 10, 11 and 12.

	For	Against	Abstain
5. Relating to Disclosing Any Prior Government Affiliation of Directors, Officers, and Consultants.	o	o	o
6. Relating to Permitting Holders of 10% of Common Stock to Call Special Shareholder Meetings.	o	o	o
7. Relating to Consideration of a Recapitalization Plan to Provide that All of the Company's Outstanding Stock Have One Vote Per Share.	o	o	o
8. Relating to the Company Issuing a Report Disclosing Policies and Procedures Related to Political Contributions.	o	o	o
	For	Against	Abstain
9. Relating to Providing Shareholders the Opportunity to Cast an Advisory Vote to Ratify the Compensation of the Named Executives.	o	o	o
10. Relating to Disclosing in the Proxy Statement Certain Matters Related to Voting on Shareholder Proposals.	o	o	o
11. Relating to the Company Adopting Comprehensive Health Care Reform Principles.	o	o	o
12. Relating to Limiting Executive Compensation Until the Company Achieves Two Consecutive Years of Profitability.	o	o	o

C Non-Voting Items

Change of Address Please print new address below.

Meeting attendance o
Mark box to right if you

plan to
attend the
Annual
Meeting

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002CS-40105 00PIYC

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2009 ANNUAL MEETING OF SHAREHOLDERS

Admission Ticket

Thursday, May 14, 2009 8:30 a.m. Eastern Time

Hotel du Pont

11th and Market Streets

Wilmington, Delaware

ADMIT ONE SHAREHOLDER AND GUEST

YOUR VOTE IS IMPORTANT: Even if you plan to attend the Annual Meeting in person, please vote your shares.

Cameras, tape recorders and similar devices will not be allowed in the meeting and attendees will be subject to security checks.

Total number of attendees: _____

Upon arrival, please present this admission ticket and photo identification at the registration desk.

The proxy statement and annual report to security holders are available at www.envisionreports.com/f.

6 IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. 6

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Proxy Solicited by Board of Directors for Annual Meeting - May 14, 2009

The undersigned hereby appoints Lewis W. K. Booth and David G. Leitch, or either of them, proxies each with the power of substitution, to represent and vote the shares of common stock which the undersigned is entitled to vote on all matters, unless the contrary intent is indicated on the reverse side hereof, with all powers which the undersigned would possess if personally present at the Ford Motor Company Annual Meeting of Shareholders to be held at the Hotel du Pont, 11th and Market Streets, Wilmington, Delaware at 8:30 a.m. Eastern Time on May 14, 2009 or at any postponement or adjournment thereof.

The proxies shall vote the shares represented by this proxy in the manner indicated on the reverse side hereof. Unless a contrary direction is indicated, the proxies shall vote the shares (a) FOR the election as directors of all the nominees named in the Proxy Statement and listed on the reverse side hereof or any person selected by the Board of Directors in substitution of any of the nominees (Proposal 1) and (b) FOR Proposals 2, 3 and 4, and AGAINST Proposals 5, 6, 7, 8, 9, 10, 11 and 12, each of which is set forth in the Proxy Statement.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

(Continued and to be voted on reverse side.)

D Authorized Signatures This section must be completed for your vote to be counted. Date and Sign Below

NOTE: Please sign your name(s) EXACTLY as your name(s) appear(s) on this proxy. All joint holders must sign. When signing as attorney, trustee, executor, administrator, guardian or corporate officer, please provide your FULL title.

Date (mm/dd/yyyy) Please print date below.

/ /

Signature 1 Please keep signature within the box.

Signature 2 Please keep signature within the box.

**IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A - D ON BOTH SIDES OF THIS +
PROXY CARD.**