



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-3010

January 9, 2008

Peter J. Sherry, Jr.
Secretary
Office of the Secretary
Ford Motor Company
One American Road
Room 1134 WHQ
Dearborn, MI 48126

Re: Ford Motor Company
Incoming letter dated December 21, 2007

Dear Mr. Sherry:

This is in response to your letter dated December 21, 2007 concerning the shareholder proposal submitted to Ford by Orlen Van Driessche. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Jonathan A. Ingram
Deputy Chief Counsel

Enclosures

cc: Orlen Van Driessche

*** FISMA & OMB Memorandum M-07-16 ***

CFOCC-00033153

January 9, 2008

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Ford Motor Company
Incoming letter dated December 21, 2007

The proposal provides that Ford shall cease to offer any and all forms of stock options.

There appears to be some basis for your view that Ford may exclude the proposal under rule 14a-8(i)(7), as relating to Ford's ordinary business operations (i.e., general compensation matters). Accordingly, we will not recommend enforcement action to the Commission if Ford omits the proposal from its proxy materials in reliance on rule 14a-8(i)(7). In reaching this position, we have not found it necessary to address the alternative basis for omission upon which Ford relies.

Sincerely,

William A. Hines
Special Counsel



Office of the Secretary
Peter J. Sherry, Jr.
Secretary
313/323-2130
313/248-8713 (Fax)
psherry@ford.com

RECEIVED
2007 DEC 26 PM 6:06
OFFICE OF CHIEF COUNSEL
DIVISION OF FINANCE
One American Road
Room 1134 WHQ
Dearborn, Michigan 48126

December 21, 2007

Securities and Exchange Commission
Division of Corporation Finance
Office of the Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Re: Omission of Shareholder Proposal Submitted by Mr. Orlen Van Driessche

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the "Act"), Ford Motor Company ("Ford" or the "Company") respectfully requests the concurrence of the staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") that it will not recommend any enforcement action to the Commission if the shareholder proposal described below is omitted from Ford's proxy statement and form of proxy for the Company's 2008 Annual Meeting of Shareholders (the "Proxy Materials"). The Company's Annual Meeting of Shareholders is scheduled for May 8, 2008.

Mr. Orlen Van Driessche (the "Proponent") has submitted for inclusion in the 2008 Proxy Materials a proposal that would require the Company to discontinue awarding stock options to its employees (see Exhibit 1; the "Proposal"). The Company proposes to omit the Proposal from its 2008 Proxy Materials for the following reasons:

- The Proposal is excludable under Rule 14a-8(i)(7) because it deals with matters relating to the Company's ordinary business operations.
- The Proposal is excludable under Rule 14a-8(i)(11) because it substantially duplicates another proposal previously submitted to the Company by another proponent that will be included in the Company's 2008 Proxy Materials.

The Proposal Deals with Matters Relating to the Company's Ordinary Business Operations

Rule 14a-8(i)(7) permits a company to omit a proposal if it deals with a matter relating to the company's ordinary business operations. In Exchange Act Release No. 34-40018 (May 21, 1998), the Commission stated:

The policy underlying the ordinary business exclusion rests on two central considerations. The first relates to the subject matter of the proposal. Certain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight.

However, proposals relating to such matters but focusing on sufficiently significant social policy issues (e.g., significant discrimination matters) generally would not be considered to be excludable, because the proposals would transcend the day-to-day business matters and raise policy issues so significant that it would be appropriate for a shareholder to vote.

The second consideration relates to the degree to which the proposal seeks to "micro-manage" the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.

The Proposal relates to the awarding of stock options to all employees, not just to Company executives. Because the Proposal relates to general employee compensation matters, the Proposal deals with ordinary business operations and may be properly excluded from the Proxy Materials.

In outlining its approach to Rule 14a-8(i)(7) regarding proposals concerning equity or cash compensation, the Staff has drawn a clear distinction between proposals that relate to (i) general employee compensation matters and (ii) only senior executive and director compensation. See *Staff Legal Bulletin No. 14A* (July 12, 2002). Based on this distinction, proposals that relate to senior executive officers' and directors' compensation, without more, are not excludable under Rule 14a-8(i)(7), while shareholder proposals addressing the compensation of other employees of a company may be properly excluded. See *Plexus Corp.* (September 4, 2007) (exclusion allowed where proposal requested the company to discontinue the use of stock options for all employees) and *Plexus Corp.* (November 4, 2004) (exclusion allowed where proposal requested the Board to use performance-based cash incentives rather than stock options for all employees).

The Proposal cannot be read to be limited to the Company's senior executives. It simply states that the Company "will cease to offer any and all forms of what is known as stock options." As such, we request the Staff to follow its long-standing policy of not permitting proponents to revise overly-broad shareholder proposals once it becomes apparent that they would be excludable under Rule 14a-8(i)(7) because they address ordinary business operations. This policy was affirmed in *Staff Legal Bulletin No. 14* (July 13, 2001), where the Staff stated that proposals excludable under Rule 14a-8(i)(7) may only be revised "[i]f it is unclear whether the proposal focuses on senior executive compensation or director compensation, as opposed to general employee compensation." The Proposal clearly mandates the discontinued use of all stock options regardless of whether such compensation is awarded to senior executives or employees in general.

The Proposal Substantially Duplicates a Proposal to be Included in the Proxy Materials

Rule 14a-8(i)(11) permits a company to exclude a proposal if such proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting. The Staff has consistently declined to recommend enforcement action against companies that exclude proposals where the principal thrust or focus of such proposals is substantially the same, even though the proposals may differ somewhat in terms and breadth.

The Proposal was received by the Company on October 26, 2007, and calls for the Company to discontinue granting stock options to all employees (see Exhibit 1). On July 7, 2007, the Company received a proposal from Mrs. Evelyn Y. Davis requesting the Board to take steps so that "NO future NEW stock options" be awarded to senior executive officers (see Exhibit 2; the "Davis Proposal"). Although the Davis Proposal is focused on senior executives and also restricts repricing of existing stock options, the basic thrust and focus of the proposals are substantially the same. The Staff has consistently allowed companies to exclude proposals where the principal thrust or focus of such proposals is substantially similar to a previously submitted proposal. See *Ford Motor Company* (February 19, 2004) (multiple proposals requesting adoption of fuel mileage and greenhouse gas emission goals); *Wal-Mart Stores, Inc.* (April 3, 2002) (multiple proposals requesting substantially the same information on gender discrimination in different formats); *Huntington Bancshares Incorporated* (January 11, 2001) (multiple proposals requesting the engagement of an investment banking firm – one to explore options to maximize shareholder value, including the sale of the company, and the other to evaluate alternatives that could enhance shareholder value, including merger or sale); and *Stanhope, Inc.* (January 26, 1998) (multiple proposals calling for the sale of the company, but only one called for a sale to the highest bidder).

Additionally, shareholders will likely be confused when asked to vote on two separate proposals that relate to substantially the same subject matter. Indeed, other than the Davis Proposal being limited to senior executives, the proposals are almost identical in their call to eliminate the granting of stock options. Accordingly, if both proposals were included in the Company's Proxy Materials, shareholders would assume there must be substantive differences in two proposals addressing substantially the same subject matter. It is clear, however, that the only differences between the proposals are their breadth, not their principal thrust and focus.

Ford believes that the underlying policy of Rule 14a-8(i)(11) is to eliminate the likelihood of confusion by shareholders and the Company that would arise from having duplicative proposals in proxy materials. To allow the Proposal and the Davis Proposal to be included in Ford's Proxy Materials would frustrate that policy. Accordingly, because Ford intends to include the Davis Proposal in its Proxy Materials, the Company believes that the Proposal may be omitted under Rule 14a-8(i)(11).

Conclusion

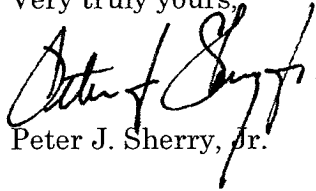
For the foregoing reasons, it is respectfully submitted that the Proposal may be excluded from Ford's 2008 Proxy Materials. Your confirmation that the Staff will not

recommend enforcement action if the Proposal is omitted from the 2008 Proxy Materials is respectfully requested.

In accordance with Rule 14a-8(j), the Proponent is being informed of the Company's intention to omit the Proposal from its 2008 Proxy Materials by sending him a copy of this letter and its exhibit. Seven copies of this letter are enclosed. Please acknowledge receipt by stamping and returning one copy in the enclosed self-addressed stamped envelop.

If you have any questions, require further information, or wish to discuss this matter, please call Jerome Zaremba (313-337-3913) of my office or me (313-323-2130).

Very truly yours,

A handwritten signature in black ink, appearing to read "Peter J. Sherry, Jr.", written in a cursive style.

Peter J. Sherry, Jr.

Enclosure

Exhibits

cc: Mr. Orlen Van Driessche (via Federal Express)

OCT 24-07

Shareholder Proposals
From Orten Van Driessche
subject Stock Options;

Proposals;

The Ford Motor Company will cease to offer
any and all forms of what is known as
Stock Options.

Rational,

(A) Stock options are a lose, lose form of a
compensation plan for shareholders and the
Ford Motor Company.

(B) Ceasing to offer stock as an option
should have little to no change in the performance
by the employees of the company.

Orten Van Driessche
Orten Van Driessche

OFFICE OF THE SECRETARY
PETER J. SHERRY JR.

7 OCT 26 P 3:11

*** FISMA & OMB Memorandum M-07-16 ***



Office of the General Counsel
Phone: 313/3373913
Fax: 313/248-1988
E-Mail: jzaremb1@ford.com

Ford Motor Company
One American Road
Room 1037-A3 WHQ
Dearborn, Michigan 48126

October 29, 2007

Mr. Orlen Van Driessche

*** FISMA & OMB Memorandum M-07-16 ***

Subject: Shareholder Proposal for 2008 Annual Meeting

Dear Mr. Van Driessche:

Ford Motor Company ("Ford" or the "Company") hereby acknowledges the shareholder proposal contained in your letter dated October 22, 2007. You request that the proposal relating to the Company discontinuing the granting of stock options (the "Proposal") be included in the Company's 2008 proxy materials.

Eligibility requirements regarding stockholder proposals are set forth in Rule 14a-8 of the rules of the United States Securities and Exchange Commission (the "SEC"). (A copy of Rule 14a-8 is enclosed.) This rule provides that in order to be eligible to submit a proposal, a shareholder must have continuously held at least \$2,000 in market value, or 1%, of the Company's securities entitled to be voted at the annual meeting for at least one year by the date that the shareholder submitted the proposal. In the event the shareholder is not a registered holder, Rule 14a-8(b)(2) provides that proof of eligibility should be submitted at the time the proposal is submitted. Neither the Company nor its transfer agent was able to confirm that you satisfy the eligibility requirements based on the information that was furnished to the Company.

Under Rule 14a-8(b)(2) a shareholder may satisfy this requirement by either (i) submitting to the Company a written statement from the "record" holder of the shareholder's securities (usually a broker or bank) verifying that, at the time of submission, the shareholder continuously held the securities at least one year, or (ii) if the shareholder has filed a Schedule 13D, Schedule 13G, Form 3, Form 4 and/or Form 5, or amendments to those documents or updated forms, reflecting the shareholder's ownership of the shares as of or before the date on which the one-year period begins. If the shareholder has filed one of these documents, it may demonstrate its eligibility by submitting to the Company a copy of the schedule or form, and any subsequent amendments, and a written statement that the shareholder continuously held the required number of shares for the one-year period as of the date of the statement.

While the letter from Hilliard Lyons states that you currently own Ford stock, it does not state that you have continuously owned Ford stock for one year from the date you submitted the Proposal as required by Rule 14a-8(b)(2)(i). Furthermore, the SEC has

specifically stated that copies of account statements do not constitute sufficient evidence of continuous share ownership because a person can buy and sell shares within the one year period.

Additionally, please clarify your handwritten note on the copy of the Hilliard Lyons statement. Did you intend to write that "We do not plan on any sale of these shares prior to the annual meeting" (please see enclosed copy where the word "not" is missing)? Rule 14a-8(b)(2)(i) requires that you hold the shares through the date of the annual meeting.

We request that you submit a revised letter from Hilliard Lyons stating that you have beneficially owned at least \$2,000 worth of Ford stock for at least one year from the date of your submission and that you clarify your intention to hold Ford stock through the date of the 2008 Annual Meeting. We request that you submit this documentation within 14 days of your receipt of this letter.

If you cannot submit the requested documentation, we request that you withdraw the Proposal so that we can avoid submitting a No-Action Letter with the SEC to have the Proposal excluded. If you do not furnish the Company with such evidence and do not withdraw the proposal within the 14-day period, we will file a No-Action Letter with the SEC to have the proposal excluded from the Company's proxy materials. Furthermore, we reserve the right to file a No-Action Letter with the SEC should other substantive grounds for exclusion exist. We will notify you in accordance with SEC rules if we file such a request.

If you would like to discuss the SEC rules regarding stockholder proposals or anything else relating to the Proposal, please contact me at (313) 337-3913. Thank you for your interest in the Company.

Very truly yours,



Jerome F. Zaremba
Counsel

Encl.

cc: Peter J. Sherry, Jr.



HILLIARD LYONS

55 Hamblin Avenue | Battle Creek, MI 49017
(269) 660-9400 | (800) 276-4254 | fax (269) 660-9494

July 11, 2007

To Whom It May Concern:

Regarding: Orlen Vandriessche & Jane Vandriessche

Hilliard Lyons holds in their joint account 426.468 shares of Ford Motor common stock.

Sincerely,

HILLIARD LYONS

Lyn F. Liebum
Financial Consultant

The information in this correspondence is derived from sources we believe to be reliable but we cannot guarantee their accuracy. For specific information about your account and any activity therein, your Hilliard Lyons customer monthly statement is the official document upon which you may rely. Past performances are no guarantee of future results.

*We do plan on any sale of these shares
prior to the annual meeting*

Orlen Vandriessche



HILLIARD LYONS

55 Hamblin Avenue | Battle Creek, MI 49017
(269) 660-9400 | (800) 276-4254 | fax (269) 660-9494

July 11, 2007

To Whom It May Concern:

Regarding: Orlen Vandriessche & Jane Vandriessche

Hilliard Lyons holds in their joint account 426.468 shares of Ford Motor common stock.

Sincerely,

HILLIARD LYONS

Lyn F. Liebum
Financial Consultant

The information in this correspondence is derived from sources we believe to be reliable but we cannot guarantee their accuracy. For specific information about your account and any activity therein, your Hilliard Lyons customer monthly statement is the official document upon which you may rely. Past performances are no guarantee of future results.

*We do plan on a buy sale of these shares
prior to the annual meeting*



55 Hamblin Avenue | Battle Creek, MI 49017
 (269) 660-9400 | (800) 276-4254 | fax (269) 660-9494

November 1, 2007

Orlen VanDriessche

*** FISMA & OMB Memorandum M-07-16 ***

Dear Orlen,

The following are the purchase dates and cost information on the Ford Motor Company you hold in your joint account:

Quantity	Name	Open Date	Unit Cost	Cost Amount
400	FORD MOTOR COMPANY NEW	08/03/2001	25.204	\$10,081.60
3.984	FORD MOTOR COMPANY NEW	06/01/2005	10.0402	\$40.00
4.052	FORD MOTOR COMPANY NEW	09/01/2005	9.9704	\$40.40
4.951	FORD MOTOR COMPANY NEW	12/01/2005	8.2408	\$40.80
5.163	FORD MOTOR COMPANY NEW	03/01/2006	7.9992	\$41.30
5.8	FORD MOTOR COMPANY NEW	06/01/2006	7.2103	\$41.82
2.518	FORD MOTOR COMPANY NEW	09/01/2006	8.4194	\$21.20
Total Cost				\$10,307.12

Please call with any questions.

Sincerely,

HILLIARD LYONS

Seanna M. Sullivan
 Client Service Representative

The information in this correspondence is derived from sources we believe to be reliable but we cannot guarantee their accuracy. For specific information about your account and any activity therein, your Hilliard Lyons customer monthly statement is the official document upon which you may rely. Past performances are no guarantee of future results.

We Orlen & Jane VanDriessche will not be selling our 426,468 shares prior to the Annual Meeting in 2008.

P/S If any information is needed Registered mail is not needed as 12.96 is an unnecessary expense



Office of the General Counsel
Phone: 313/3373913
Fax: 313/248-1988
E-Mail: jzaremb1@ford.com

Ford Motor Company
One American Road
Room 1037-A3 WHQ
Dearborn, Michigan 48126

November 6, 2007

Mr. Orlen Van Driessche

*** FISMA & OMB Memorandum M-07-16 ***

Subject: Shareholder Proposal for 2008 Annual Meeting

Dear Mr. Van Driessche:

Ford Motor Company ("Ford" or the "Company") hereby acknowledges receipt of evidence of eligible share ownership of Ford common stock relating to the shareholder proposal contained in your letter dated October 22, 2007 (the "Proposal"). Thank you for your prompt attention to this matter and for clarifying your intent to hold these shares through the 2008 Annual Meeting date. Please note that Ford reserves the right to file a No-Action Letter with the SEC should substantive grounds exist for exclusion of the Proposal. We will notify you in accordance with SEC rules if we file such a request.

Thank you for your suggestion that the Company not use registered mail in its correspondence with shareholder proponents; however, the SEC suggests that we mail such correspondence in a manner that we can track your receipt of our letters. Thank you for your continued interest in the Company.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Jerome F. Zaremba".

Jerome F. Zaremba
Counsel

cc: Peter J. Sherry, Jr.

EVELYN Y. DAVIS

EXHIBIT 2

Editor

HIGHLIGHTS AND LOWLIGHTS
Watergate Office Building - Suite 215
2600 Virginia Ave., N.W.
Washington, D.C. 20037

CERTIFIED RETURN
RECEIPT REQUESTED

CHAIRMAN'S OFF.

2 JUL 07 11 22

June 26, 2007

(202) 737-7755

Bill Ford, Chairman
FORD MOTOR COS.
Dearborn, Mich.

Dear Bill:

This is a formal notice to the management of FORD that Mrs. Evelyn Y. Davis, who is the owner of 500 shares of common stock plans to introduce the following resolution at the forthcoming Annual Meeting of 2008. I ask that my name and address be printed in the proxy statement, together with the text of the resolution and reasons for its introduction. I also ask that the substance of the resolution be included in the notice of the meeting:

RESOLVED: "That the Board of Directors take the necessary steps so that NO future NEW stock options are awarded to ~~named~~ senior executive officers, nor that any current stock options are repriced or renewed (unless there was a contract to do so on some)."

REASONS: "Stock option awards have gotten out of hand in recent years, and some analysts MIGHT inflate earnings estimates, because earnings affect stock prices and stock options."

"There are other ways to "reward" ~~named~~ senior executive officers, including giving them actual STOCK instead of options.

"Recent scandals involving CERTAIN financial institutions have pointed out how analysts ^{SAN} manipulate earnings estimates and stock prices."

"If you AGREE, please vote YOUR proxy FOR this resolution."

Sincerely,

Bill: Please acknowledge


Mrs. Evelyn Y. Davis

CC: SEC in D.C.