



DIVISION OF
CORPORATION FINANCE

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

January 8, 2008

Peter J. Sherry, Jr.
Secretary
Office of the General Counsel
Ford Motor Company
One American Road
Room 1037-A3 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 Robert D. Morse. We also have received a letter from the proponent dated December 31, 2007. 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: Robert D. Morse

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

CFOCC-00033139

January 8, 2008

**Response of the Office of Chief Counsel
Division of Corporation Finance**

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

The proposal relates to compensation.

There appears to be some basis for your view that Ford may exclude the proposal under rule 14a-8(f). We note that the proponent appears not to have responded to Ford's request for documentary support indicating that the proponent has satisfied the minimum ownership requirement for the one-year period required by rule 14a-8(b). Accordingly, we will not recommend enforcement action to the Commission if Ford omits the proposal from its proxy materials in reliance on rules 14a-8(b) and 14a-8(f).

Sincerely,

Greg Belliston
Special Counsel



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

RECEIVED
2007 DEC 26 PM 6:05
OFFICE OF CHIEF COUNSEL
CORPORATION FINANCE

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. Robert D. Morse

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. Robert D. Morse (the "Proponent") has submitted for inclusion in the 2008 Proxy Materials a proposal requesting that Ford limit the compensation of the "top five persons named in Management" to \$500,000 (the "Proposal"; see Exhibit 1). The Company proposes to omit the Proposal from its 2008 Proxy Materials for the following reason:

- The Proposal is excludable under Rule 14a-8(f) in that the Proponent did not demonstrate eligible share ownership pursuant to Rule 14a-8(b) within 14 days of being notified by the Company.

The Proponent Did Not Demonstrate Eligible Share Ownership

Rule 14a-8(b) provides that, to be eligible to submit a proposal, a proponent must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date the proponent submits the proposal. Mr. Morse submitted the Proposal in a letter dated August 30, 2007, which the Company received on September 5, 2007. In his cover letter, Mr. Morse claimed to own Ford stock having a value of at least \$2,000 and provided the name, address, and telephone number of his on-line broker. He specifically stated that the Company should not demand that he provide evidence of eligible share ownership in accordance with Rule 14a-(b) (see Exhibit 1). In a letter dated September 11, 2007, Ford

informed Mr. Morse of the share ownership eligibility requirements of Rule 14a-8(b) and requested that he provide satisfactory evidence of eligible share ownership within 14 days of his receipt of Ford's letter or, in the alternative, withdraw the Proposal. Mr. Morse did not respond to Ford's September 11, 2007 letter.

Because the Proponent has not provided any evidence, such as an affirmative written statement from the record holder, that he has continuously owned \$2,000 worth of Ford common stock for at least one year within 14 days of being requested to do so, the Company respectfully requests that the Staff concur in the omission of the Proposal from the Company's 2008 Proxy Materials under Rule 14a-8(b) and Rule 14a-8(f)(1). *See Crown Holding, Inc.* (February 8, 2006) (exclusion allowed where Mr. Morse submitted a substantially similar proposal to the Proposal and also failed to provide evidence of eligible share ownership). *See also Ford Motor Company* (March 7, 2006); *AT&T Corp* (December 23, 2004); *Crown Holding, Inc.* (January 27, 2005); and *Telular Corp.* (November 26, 2003).

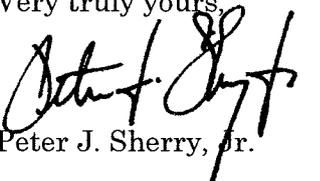
Conclusion

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,



Peter J. Sherry, Jr.

Enclosure

Exhibits

cc: Mr. Robert D. Morse

Jerome Zarembo -

Robert D. Morse

EXHIBIT 1

- Just in .

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

RDS
9/6

August 30, 2007

SEP -5 AM 1:18

OFFICE OF THE SECRETARY
PETER J. SHERRY JR.

Office of The Secretary
Ford Motor Company
The American Road
Dearborn, MI 48121

Dear Secretary:

I, Robert D. Morse, of *** FISMA & OMB Memorandum M-07-16 ***, wish to introduce the enclosed Proposal for the Year 2008 Proxy Material. I have held \$2000.00 or more in the company's securities over one year and will continue to hold until after the next meeting date.

I cannot be expected to attend but will try to be represented at the meeting by an alternate selection, if any become known to me.

For the past three years, my close presence to attend my wife's medical needs has escalated and the S.E.C. has been so advised as a "valid reason" for non-attendance.

As proven in previous reports, my shares holdings remain the same, and are held by TD Ameritrade.

TD Ameritrade, Inc. Ph: 1 800 934 4448
PO Box 2654
Omaha, NE 68103-2654

I note that my asking for letters of authenticity are a disruption of the normal business activities and should not be demanded, regardless of the S.E.C.'s permission to corporations. A Proponent can be called to account in the event of misrepresentation.

Encl.: Proposal and Reasons

Sincerely,

Robert D. Morse



Robert D. Morse

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

August 30, 2007

PROPOSAL

I, Robert D. Morse, of *** FISMA & OMB Memorandum M-07-16 *** owner of \$2000.00 or more of Ford Motor Company stock, held for a year, request the Board of Directors to take action regarding remuneration to any of the top five persons named in Management be limited to \$500,000.00 per year, by salary only, plus any nominal perks {i.e.; company car use, club memberships} This program is to be applied after any existing programs now in force for cash, options, bonuses, SAR's, etc., plus discontinue, if any, severance contracts, in effect, are completed, which I consider part of remuneration programs.

This proposal does not affect any other personnel in the company and their remuneration programs

REASONS

Ever since about Year 1975, when "Against" was removed from "Vote for Directors" box, and no other on the Proxy Vote, and the term "Plurality" voting was contrived, shareowners have lost the "Right of Dissent", which is unconstitutional. No reason given, but the result has been that any Management nominee for Director was elected, even if only one "For" vote was received. This is because "Abstain" and "Withheld" are not deducted from "For". In response, Directors have awarded remuneration to those whom nominated them, to the point of being excessive and still escalating. Millions of dollars of shareowners assets are diverted for the five top Management, year after year, until their retirement or they "Jump Ship" for another company's offer. It is seldom proven to have been "earned" by their efforts, rather than the product or services.

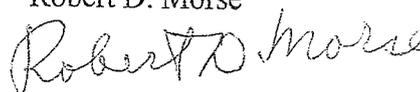
The limit of one half million dollars in remuneration is far above that needed to enjoy an elegant lifestyle. These funds might better be applied to dividends. The savings in elimination of personnel needed to process all previous programs could be tremendous. Plus savings on lengthy pages reporting the process in the Report, a help for the National Paperwork Reduction Act.

This can all be accomplished by having Directors eliminate all Rights, Options, S.A.R.'s, retirement and severance, etc. programs, relying on \$500,000.00 to be adequate, and Management buying their own stock and retirement programs, if desired.

It is commendable that AT&T, ExxonMobil, Ford Motor [1st], perhaps others, have already returned "Against" as requested.

Thank you, and please vote "YES" for this Proposal. It is for Your benefit !

Robert D. Morse





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

September 11, 2007

Robert D. Morse

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

Re: Shareholder Proposal for 2008 Annual Meeting

Dear Mr. Morse:

Ford Motor Company ("Ford" or the "Company") hereby acknowledges the shareholder proposal contained in your letter of August 30, 2007, which we received on September 5, 2007. The cover letter requests that the proposal relating to limiting compensation to any of the "top 5 persons named in Management" to \$500,000 per year (the "Proposal") be included in the Company's proxy materials for the 2008 Annual Meeting of Shareholders.

We note your request for the Company to waive your providing evidence of eligible share ownership. While we understand your concerns, it has been our consistent policy to treat all shareholders in a similar manner. We require all shareholder proponents to provide evidence of eligible share ownership in accordance with United States Securities and Exchange Commission ("SEC") rules. Consequently, we request that you provide such evidence as outlined below.

Eligibility requirements regarding stockholder proposals are set forth in SEC Rule 14a-8 (copy enclosed). Under Rule 14a-8(b)(1), in order to be eligible to submit a proposal, a stockholder 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 stockholder submitted the proposal. In the event the stockholder 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, in your individual capacity, satisfy the eligibility requirements based on the information you furnished to the Company.

Consequently, we request that, pursuant to Rule 14a-8(b), you furnish to the Company proper documentation demonstrating (i) that you are the beneficial owner of at least \$2,000 in market value, or 1%, of Ford common stock, and (ii) that you have been the beneficial owner of such securities for one or more years. We request that such documentation be furnished to the Company within 14 calendar days of your receipt of this letter. Under Rule 14a-8(b)(2) a stockholder may satisfy this requirement by either (i) submitting to the Company a written statement from the "record" holder of the

stockholder's securities verifying that, at the time of submission, the stockholder continuously held the securities at least one year, or (ii) if the stockholder 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 stockholder's ownership of the shares as of or before the date on which the one-year period begins. If the stockholder 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 stockholder continuously held the required number of shares for the one-year period as of the date of the statement.

If you cannot furnish the Company with proper evidence of share ownership eligibility, we respectfully request that you withdraw your proposal so that we do not have to file a No-Action Letter with the SEC. 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.

If you would like to discuss the SEC rules regarding stockholder proposals or anything else relating to the Proposal, please contact me at the number shown above. Thank you for your interest in the Company.

Very truly yours,



Jerome F. Zaremba
Counsel

Encl.

cc: Peter J. Sherry, Jr.

RECEIVED

Robert D. Morse

2008 JAN -8 PM 3: 37

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

OFFICE OF CHIEF COUNSEL
CORPORATION FINANCE

December 31, 2007

Securities & Exchange Commission
Division of Corporate Finance
100 F. Street, N.E.
Washington, DC 20549

Re: Ford Company's
Objection to Proposal

Ladies and Gentlemen:

Page One, Par. Two: Proponent did not Demonstrate Eligible Share Ownership.

My August 30, 2007 letter furnished a free 800 number of TD Ameritrade, where the Company could obtain verification and needed information to comply with Rule 14a-8[b], choosing instead, a Fed Ex message to me and 6 copies to the Staff to request deletion on that basis. My copy was offered as exhibit by Ford Motor Company date of Dec. 21, 07.

I repeat, that the Rule is unfair, bringing another entity, a broker, into the verification process, since certificate issue has been discouraged for years. Not only interfering with normal business, the industry is continually being insulted as to integrity by not allowing purchase, etc. monthly reports as acceptance of proof. Ford Motor had proof earlier years. A Proponent is unlikely to make false claims just to obtain a right available each year,

Encl: 6 copies to S.E.C.
1 copy to Ford Motor Co.

Sincerely,

Robert D. Morse

