

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: February 7, 2011  
(Date of earliest event reported)

**FORD MOTOR CREDIT COMPANY LLC**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of organization)

1-6368  
(Commission File Number)

38-1612444  
(IRS Employer Identification No.)

One American Road, Dearborn, Michigan  
(Address of principal executive offices)

48126  
(Zip Code)

Registrant's telephone number, including area code 313-322-3000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On February 7, 2011, Ford Motor Credit Company LLC (the “Company”) issued and sold \$1,250,000,000 aggregate principal amount of 5.750% Notes due February 1, 2021 (the “Notes”) pursuant to the Company’s effective registration statement on Form S-3 (Registration Statement No. 333-159107) previously filed with the Securities and Exchange Commission (the “Registration Statement”). A copy of the opinion of Corey M. MacGillivray, counsel to the Company, relating to the legality of the Notes is filed as Exhibit 5 to this Report and a copy of the opinion of Shearman & Sterling LLP, special tax counsel to the Company, is filed as Exhibit 8.1 to this Report.

The Company incorporates by reference the exhibits filed herewith into the Registration Statement, pursuant to which the Notes were registered.

**Item 9.01. - Financial Statements and Exhibits.**

The following exhibits are filed as part of this Report on Form 8-K.

EXHIBITS

<u>Designation</u>	<u>Description</u>	<u>Method of Filing</u>
Exhibit 5	Opinion of Corey M. MacGillivray, counsel to the Company	Filed with this Report
Exhibit 8.1	Opinion of Shearman & Sterling LLP, special tax counsel to the Company	Filed with this Report
Exhibit 23.1	Consent of Corey M. MacGillivray (included in Exhibit 5).	Filed with this report
Exhibit 23.2	Consent of Shearman & Sterling LLP (included in Exhibit 8.1)	Filed with this report

SIGNATURE

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 hereunto duly authorized.

FORD MOTOR CREDIT COMPANY LLC  
(Registrant)

Date: February 7, 2011

By: /s/ C. M. MacGillivray  
C. M. MacGillivray  
Assistant Secretary

EXHIBIT INDEX

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**Ford Motor Credit Company LLC**

Corey M. MacGillivray  
Assistant Secretary

One American Road  
Dearborn, Michigan 48126

February 7, 2011

Ford Motor Credit Company LLC  
One American Road  
Dearborn, MI, 48126

Re: Registration Statement

Ladies and Gentlemen:

Reference is made to the Registration Statement on Form S-3 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") on May 11, 2009, by Ford Motor Credit Company LLC (the "Company") for the registration of debt securities ("Debt Securities"). The Debt Securities are to be issued pursuant to the provisions of an Indenture dated as of February 1, 1985, as supplemented (the "Indenture"), between the Company and The Bank of New York Mellon, as Trustee (the "Trustee"). Pursuant to the terms of the Indenture, the Company has created as a series of Debt Securities its 5.750% Notes due February 1, 2021 (the "Notes") in an aggregate principal amount of \$1,250,000,000.

As Assistant Secretary of the Company, I am familiar with the Certificate of Formation and the Limited Liability Company Agreement of the Company and with the affairs of the Company. I also am familiar with the Company's action taken pursuant to Sections 2.01 and 3.01 of the Indenture to establish the Notes as a series of Debt Securities under the Indenture. I have also examined such other documents and instruments and have made such further investigation as I have deemed necessary or appropriate in connection with this opinion.

Based on the foregoing, it is my opinion that the Notes constitute legal, valid and binding obligations of the Company.

My opinion expressed herein is subject to the qualification that I express no opinion as to the applicability of, compliance with, or effect of (i) any bankruptcy, reorganization, insolvency,

fraudulent transfer, fraudulent conveyance, moratorium or other similar law or judicially developed doctrine in this area (such as substantive consolidation or equitable subordination) affecting the enforcement of creditors' rights generally, (ii) general principles of equity (regardless of whether enforcement is considered in a proceeding in equity or at law), and (iii) public policy considerations which may limit the rights of parties to obtain certain remedies.

I wish to point out that I am a member of the Bar of the State of Michigan and do not hold myself out as an expert in the laws of other jurisdictions. However, I have made, or cause to be made, such investigation as I have deemed appropriate with respect to the laws of other jurisdictions in connection with the opinion expressed herein, and nothing has come to my attention in the course of such investigation which would lead me to question the correctness of such opinion.

I hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement. In giving this consent, I do not admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission issued thereunder.

Very truly yours,

/s/ Corey M. MacGillivray

Corey M. MacGillivray  
Assistant Secretary

February 7, 2011

Ford Motor Credit Company  
One American Road  
Dearborn, Michigan 48126

Ford Motor Credit Company LLC  
\$1,250,000,000 5.750% Notes due February 1, 2021

Ladies and Gentlemen:

We have acted as special tax counsel to Ford Motor Credit Company LLC, a Delaware limited liability company (the "Company"), in connection with Registration Statement No. 333-159107 (the "Registration Statement") and the filing pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the "Act"), by the Company of a Prospectus Supplement dated February 2, 2011, to the Prospectus dated May 11, 2009 (including the documents incorporated or deemed to be incorporated by reference therein, collectively the "Prospectus Supplement"), with the United States Securities and Exchange Commission (the "Commission"), relating to the issuance of \$1,250,000,000 aggregate principal amount of the Company's 5.750% Notes due February 1, 2021 (the "Notes") to be issued under the Indenture, dated as of February 1, 1985 (the "Indenture"), between the Company and The Bank of New York Mellon, as successor to Manufacturers Hanover Trust Company, National Association, as Trustee (the "Trustee"). The Notes are to be placed by the underwriters pursuant to the Underwriting Agreement dated July 30, 2009 between the Company and Deutsche Bank Securities Inc., Goldman, Sachs & Co., Morgan Stanley & Co. Incorporated and RBS Securities Inc. (the "Underwriting Agreement"). Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. are acting as Representatives of the several Underwriters (the "Underwriters") named in Schedule I of the Pricing Agreement dated February 2, 2011.

In connection with this opinion, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of (i) the Prospectus Supplement, (ii) the Underwriting Agreement, (iii) the Indenture and (iv) such other documents, certificates and records as we have deemed necessary or appropriate as a basis for the opinion set forth herein. We have also relied upon statements and representations made to us by representatives of the Company. For purposes of this opinion, we have assumed the validity and the initial and continuing accuracy of the documents, certificates, records, statements and representations referred to above.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed, photostatic, facsimile or electronic copies, and the authenticity of the originals of such latter documents. In making our examination of documents executed, or to be executed, by the parties indicated therein, we have assumed that each party has, or will have, the power, corporate or other, to enter into and perform all obligations thereunder, and we have also assumed the due authorization by all requisite action, corporate or other, and execution and delivery by each party indicated in the documents and that such documents constitute, or will constitute, valid and binding obligations of each party. Where documents have been provided to us in draft form, we have assumed that the final executed versions of such documents will not differ materially from such drafts.

In rendering our opinion, we have considered the current provisions of the Internal Revenue Code of 1986, as amended, Treasury Department regulations promulgated thereunder, judicial authorities, interpretive rulings of the Internal Revenue Service and such other authorities as we have considered relevant, all of which are subject to change or differing interpretations, possibly on a retroactive basis. There can be no assurance that the opinion expressed herein will be accepted by the Internal Revenue Service or, if challenged, by a court. Moreover, a change in the authorities or the accuracy or completeness of any of the information, documents, certificates, records, statements, representations, covenants or assumptions on which our opinion is based could affect our conclusions.

Based upon the foregoing and in reliance thereon, we hereby confirm that the statements in the discussion set forth in the Prospectus Supplement under the caption "Certain United States Federal Income Tax Considerations," insofar as such statements constitute summaries of the legal matters referred to therein, fairly present the information called for with respect to such legal matters in all material respects, and fairly summarize the matters referred to therein in all material respects.

This opinion is expressed as of the date hereof, and we are under no obligation to supplement or revise our opinion to reflect any legal developments, any factual matters arising subsequent to the date hereof, or any information, document, certificate, record, statement, representation, covenant or assumption relied upon herein that becomes incorrect or untrue.

Except as set forth above, we express no opinion to any party as to the tax consequences, whether federal, state, local or foreign, of the purchase, ownership and disposition of the Notes or of any transaction related to or contemplated thereby. This opinion is furnished to the Company solely in connection with the Offering of the Notes and is not to be relied upon by any other person without our express written permission.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement and to the references made to us in the Registration Statement. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, and the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Shearman & Sterling LLP

PHB/SKH  
LLJ