

**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: May 3, 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))
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Item 8.01. Other Events.

On May 3, 2011, Ford Motor Credit Company LLC (the "Company") issued and sold \$1,250,000,000 aggregate principal amount of 5.00% Notes due May 15, 2018 (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.

The news release dated May 3, 2011 of Ford Motor Company ("Ford") concerning U.S. retail sales of Ford vehicles in April 2011, filed as Exhibit 99 to this report, is incorporated by reference herein.

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
Exhibit 99	News release dated May 3, 2011 of Ford Motor Company concerning April 2011 U.S. sales data	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: May 3, 2011

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

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Ford Motor Credit Company LLC

Corey M. MacGillivray
Assistant Secretary

One American Road
Dearborn, Michigan 48126

May 3, 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 5.00% Notes due May 15, 2018 (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

May 3, 2011

Ford Motor Credit Company
One American Road
Dearborn, Michigan 48126

Ford Motor Credit Company LLC
\$1,250,000,000 5.00% Notes due May 15, 2018

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 April 28, 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 5.00% Notes due May 15, 2018 (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 April 28, 2011 between the Company and Citigroup Global Markets Inc. (the "Underwriting Agreement") and a Pricing Agreement dated April 28, 2011 between the Company and BNP Paribas Securities Corp., Citigroup Global Markets Inc., Morgan Stanley & Co. Incorporated and RBC Capital Markets, LLC (the "Pricing Agreement"). BNP Paribas Securities Corp., Citigroup Global Markets Inc., Morgan Stanley & Co. Incorporated and RBC Capital Markets, LLC are acting as Representatives of the several Underwriters (the "Underwriters") named in Schedule I of the Pricing Agreement.

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



| NEWS

Ford U.S. April Sales Up; As Gas Prices Rise, Fuel-Efficient Products Help Grow Ford Sales Across the Board

- Ford's April sales totaled 189,778, up 16 percent versus a year ago
- Cars up 26 percent, utilities up 11 percent, and trucks up 11 percent
- Ford brand sales up 25 percent
- Fiesta sales eclipse 9,000 for second month in a row
- Fusion and Escape set April sales records
- Explorer sales up 138 percent
- F-Series sales up 11 percent; new V6 accounts for 50 percent of 2011 F-150 retail sales
- Lincoln MKZ up 40 percent and MKX up 16 percent

DEARBORN, Mich., May 3, 2011 – Consumer demand for Ford's fuel-efficient vehicles continues to grow, with April sales increasing 16 percent versus a year ago and year-to-date sales up 16 percent – totaling 686,498 vehicles.

“With gasoline prices eclipsing \$3.90 a gallon, consumers are placing an even higher priority on fuel efficiency in every size and kind of vehicle,” said Ken Czubay, Ford vice president, U.S. Marketing, Sales and Service. “Ford’s plan to lead in fuel efficiency is saving our customers money at the pump and helping us to profitably grow our business.”

Ford offers 12 vehicles that lead their sales segments in fuel economy, including four vehicles with EPA certified 40 mpg or higher ratings – a claim no other full-line automaker can match.

Cars

Ford dealers have two all-new small cars in their showrooms that are resonating with consumers. For the second month in a row, sales for Ford's new Fiesta eclipsed 9,000. The all-new 2012 Focus also is selling briskly. Focus sales totaled 17,265, up 22 percent versus a year ago.

Fusion set a new April record with sales of 21,189, up 12 percent versus a year ago.

The Ford Mustang (up 59 percent) and Lincoln MKZ (up 40 percent) also posted higher sales than a year ago.

Utilities

Sales of Ford's utility vehicles were paced by the all-new Ford Explorer, which had its best April since 2006.

Explorer sales totaled 12,593, up 138 percent and, for the fourth straight month, Explorer continues to be the fastest-turning vehicle in the Ford showroom.

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Explorer's class-leading EPA estimated highway fuel economy of 25 mpg is attracting owners of other makes. Its current conquest rate is 43 percent.

The Escape set a new April sales record with sales of 21,240, up 11 percent versus a year ago. Sales of the new Ford Edge (up 4 percent) and Lincoln MKX (up 16 percent) also were higher.

Trucks

Strong sales to commercial fleet customers powered Ford truck sales growth in April. Sales of Ford's F-Series truck totaled 45,435, up 11 percent versus a year ago.

In January, Ford launched the 2011 F-150 with four all-new powertrains including two V6s – a 3.7-liter and a 3.5-liter EcoBoost. In April, V6-equipped F-150s accounted for 50 percent of all 2011 F-150 retail sales, up from 40 percent in March. The EcoBoost engine accounts for almost 75 percent of the V6 rate.

"The EcoBoost engine is the right engine for the right time," said Czubay. "It provides the industry's only 'no compromise' solution, delivering both the capability and fuel efficiency truck buyers really want."

Ford's commercial vehicles also posted year-to-year increases. Econoline sales totaled 11,611 (up 14 percent) and Transit Connect sales were 2,668 (up 20 percent).

Sales Summary

In April, total sales were 189,778, up 16 percent. Retail sales were up 10 percent and fleet sales were up 31 percent (commercial was up 33 percent, government grew 10 percent, and daily rental increased 39 percent).

Year-to-date, total sales were 686,498, up 16 percent. Retail sales were up 17 percent and fleet sales were up 14 percent (commercial was up 33 percent, government grew 11 percent, and daily rental increased 2 percent).

Continuing a trend seen in the first quarter, the largest increase in retail sales for the Ford brand was in California, where the new Fiesta, Focus and Explorer are helping Ford to attract new customers. In April, Ford brand retail sales were up 34 percent in California and up 37 percent year-to-date.

"Customers are rewarding us for delivering the vehicles people truly want and value – with the technologies they want and fuel-economy they need," Czubay said. "This is good news for our customers, Ford dealers and our business."

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Note: The sales data included in this release and the accompanying tables are based largely on data reported by dealers representing their sales to retail and fleet customers.

About Ford Motor Company

Ford Motor Company, a global automotive industry leader based in Dearborn, Mich., manufactures or distributes automobiles across six continents. With about 166,000 employees and about 70 plants worldwide, the company's automotive brands include Ford and Lincoln. The company provides financial services through Ford Motor Credit Company. For more information regarding Ford's products, please visit www.ford.com.

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