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FORD MOTOR CO Form 4 April 10, 2002

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

	Section 17(a) of the Public Section 30(f) of th	_	_	_	=								
[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).												
1.	. Name and Address of Reporting Person*												
	Thornton,	John			L.								
	(Last) c/o Goldman, Sachs & Co. 85 Broad Street	(First)			(Middle)								
		(Street)											
	New York,	New York			10004								
	(City)	(State)			(Zip)								
== 2.	Issuer Name and Ticker or Tradi	======= ng Symbol	====			==							
	Ford Motor Company F(Common)												
3.	I.R.S. Identification Number of	Reporting Pe	rson	 n, if	an entity (voluntary)								
== 4.	Statement for Month/Year					==							
	March/2002												
5.	If Amendment, Date of Original	(Month/Year)											
6.	Relationship of Reporting Person(s) to Issuer (Check all applicable)												
	[X] Director [] Officer (give title bel	OW)	[]	10% Owner Other (specify below)								

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- 7. Individual or Joint/Group Filing (Check Applicable Line)
 - [X] Form filed by One Reporting Person
 - [] Form filed by More than One Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction $4\,(b)\,(v)$.

FORM 4 (continued)

Common Stock

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owne (e.g., puts, calls, warrants, options, convertible securities)

		:						
	1	1	1				I	
	1	1	1				I	
	1	1	1				I	
	12.	1	1			1	I	
	Conver-	-	1	5.		7.	I	
	sion	1	1	Number of		Title and Amount		
	or	1	1	Derivative	16.	of Underlying		
	Exer-	1	4.	Securities	Date	Securities		
	cise	13.	Trans-	Acquired (A)	Exercisable and	(Instr. 3 and 4)		
	Price	Trans-	action	or Disposed	Expiration Date			
1.	of	action	Code	of(D)	(Month/Day/Year)		Amount	
Title of	Deriv-	Date	(Instr	(Instr. 3,		1	or	
Derivative	ative	(Month/	8)	4 and 5)	Date Expira-	1	Number	
Security	Secur-	Day/			Exer- tion		of	
(Instr. 3)	lity	Year)	Code V	(A) (D)	cisable Date	Title	Shares	

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Ford Stock Units		04					04		04	 Common	Stock	23,654
Ford Stock Equivalents						 				 Common	 Stock	3,496

Explanation of Responses:

- 01: Includes shares acquired under a dividend reinvestment program.
- 02: The Reporting Person is a Director, President and Co-Chief Operating Officer of The Goldman Sachs Group, Inc. ("GS Group"). Goldman, Sachs & Co. ("Goldman Sachs") is an indirect wholly-owned subsidiary of GS Group. The Reporting Person disclaims beneficial ownership of the securities reported herein as indirectly owned except to the extent of his pecuniary interest therein.
- 03: The securities reported herein as indirectly purchased and sold were purchased and sold and were beneficially owned directly by Goldman Sachs. Without admitting any legal obligation, Goldman Sachs will remit appropriate profits, if any, to the Company.
- 04: These Ford Stock Units were acquired under the Company's Deferred Compensation Plan for Non-Employee Directors. In general, these Ford Stock Units will be converted and distributed to the Reporting Person, without payment, in cash, on January 10th of the year following termination of Board service, based upon the then current market value of a share of Common Stock.
- 05: These Ford Stock Equivalents were acquired under the Company's Restricted Stock Plan for Non-Employee Directors without payment by the Reporting Person. In general, approximately 20% of these Ford Stock Equivalents will be converted and distributed to the Reporting Person, without payment, in shares of Common Stock on June 1 of the 5 years commencing 6/1/2002.

By: s/ Roger S. Begelman

**Signature of Reporting Person

Attorney-in-fact

April 10, 2002

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.

If space provided is insufficient, see Instruction 6 for procedures.

Alternatively, this Form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to Rule 101(b) (4) of Regulation S-T.