

Edgar Filing: FORD MOTOR CO - Form 4

FORD MOTOR CO
Form 4
February 11, 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 Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

[] Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

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1. Name and Address of Reporting Person*

Thornton, John L.

(Last) (First) (Middle)
c/o Goldman, Sachs & Co.
85 Broad Street

(Street)

New York, New York 10004

(City) (State) (Zip)

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2. Issuer Name and Ticker or Trading Symbol

Ford Motor Company
F(Common)

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3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

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4. Statement for Month/Year

January/2002

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5. If Amendment, Date of Original (Month/Year)

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6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

[X] Director [] 10% Owner
[] Officer (give title below) [] Other (specify below)

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7. Individual or Joint/Group Filing (Check Applicable Line)

- Form filed by One Reporting Person
- Form filed by More than One Reporting Person

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Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8) Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount	6. or (D)	7. Price (A) (D)	8. of (In and
Common Stock							25,
Common Stock	1/30/02	S		12,600	D	\$14.95	
Common Stock	1/30/02	S		3,200	D	\$14.97	
Common Stock	1/31/02	P		15,800	A	\$14.95	-0-
Common Stock							16.8
Common Stock							82.

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)

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

2. Conver- sion or	5. Number of Derivative	6.	7. Title and Amount of Underlying
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1.	Exer- cise Price of Title of Derivative Security (Instr. 3)	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	Securities (Instr. 3 and 4) ----- Amount or Number of Shares
	6.50%					
	Cumulative					
	Convertible					
	Trust					
	Preferred					
	Securities	05	1/30/02	P 500	Immed. 1/15/32	Common Stock 05
	Ford Stock					
	Units	06			06 06	Common Stock 17,349

Explanation of Responses:

01: 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.

02: The securities reported herein as indirectly purchased and sold were purchased and sold and were beneficially owned directly by Goldman Sachs. The sale of 500 Preferred Securities (as defined below) was transacted in February and will be reported on a February 2002 Form 4. Without admitting any legal obligation, Goldman Sachs will remit appropriate profits, if any, to the Company.

03: Goldman Sachs and GS Group may be deemed to own beneficially and indirectly 6.878289483 shares of Common Stock, which are beneficially and directly owned by Goldman Sachs 1998 Exchange Place Fund, L.P. (the "1998 Exchange Fund"). Goldman Sachs is the investment manager of the 1998 Exchange Fund. An affiliate of Goldman Sachs and GS Group is the general partner of the 1998 Exchange Fund. The 6.878289483 shares reported herein as indirectly beneficially owned by Goldman Sachs and GS Group represents a change in GS Group's proportionate interest in the shares of the Issuer owned by the 1998 Exchange Fund.

04: Goldman Sachs and GS Group may be deemed to own beneficially and indirectly 82.886431056 shares of Common Stock, which are beneficially and directly owned by Goldman Sachs 1997 Exchange Place Fund, L.P. (the "1997 Exchange Fund"). Goldman Sachs is the investment manager of the 1997 Exchange Fund. An affiliate of Goldman Sachs and GS Group is the general partner of the 1997 Exchange Fund. The 82.886431056 shares reported herein as indirectly beneficially owned by Goldman Sachs and GS Group represents GS Group's proportionate interest in the shares of the Issuer owned by the 1997 Exchange Fund.

05: Each 6.50% Cumulative Convertible Trust Preferred Security ("Preferred Securities") is convertible, at the option of the holder, into 2.8249 shares of Ford Motor Company common stock.

06: These Ford Stock Units were acquired under the Company's Deferred Compensation Plan for Non-Employee Directors. In general, these Ford Stock Units

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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.

By: s/ Roger S. Begelman

February 11, 2002

**Signature of Reporting Person
Attorney-in-fact

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.