THORNTON JOHN L/NY Form 4 March 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).

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 Tradin	g Symbol							
	Ford Motor Company F(Common)								
3.	I.R.S. Identification Number of	Reporting Pe	rson, if	an entity	(voluntary)				
4.	Statement for Month/Year								
	February/2002								
5.	If Amendment, Date of Original (	=================== Month/Year)							
6.	Relationship of Reporting Person (Check all applicable)	======================================	======= r						
	[ X ] Director [ ] Officer (give title belo	w)		10% Owner Other (spec	cify 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

			Table I	Non-De			ities Acqu lly Owned	ired, I	ispose	ed of,	
1. Title of Security (Instr. 3)			        2.				4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				  5.  Amo  Sec  Ben -  Own
			Dat	Transaction   (In:  Date    (mm/dd/yy)   Cod				(A) nt   or   (D)		Price	of  (In  and
Common Stock	 د =========		 		   				   	     ===========	  25,
Reminder: Re ow * If the for 4(b)(v). FORM 4 (cont	wned dire rm is fil cinued)	ectly or i ed by mor 	ndirectly e than on ======== Deriva	e reporti  tive Secu	ng pers	son, see		on ed of, c			 Owne
1. Title of Derivative Security (Instr. 3)	  2.  Conver-  sion  or  Exer-  cise  Price  of  Deriv-  ative  Secur-  ity	  3.  Trans-  action  Date  (Month/  Day/	  Trans-    action    Code    (Instr    8)   	5. Number o Derivati Securiti Acquired or Dispo of(D) (Instr. 4 and 5) 	ve es (A) sed 3,	Expirat (Month/	able and ion Date Day/Year)   Expira-  tion	    Title  of Und  Securi  (Instr              Title	derlyin ities	ng	
6.50% Cumulative Convertible Trust Preferred	     	     						     		     	

Securities	Ι	01	2/1/02	S	Ι		I	500	Immed.	1/15/32	Common	Stock		01
6.50%														
Cumulative			1			1	1			1	1		1	
Convertible	Ì		1 1		Ì	Ì	Ì			1	Ì		Ì	
Trust	i		· · ·		i		i						I	
Preferred	i				i	1	i						Ì	
Securities	Ì	01	2/13/02	Ρ	İ	1,000	Ì		Immed.	1/15/32	Common	Stock		01
6.50%														
Cumulative			1 1			1	1			I			1	1
Convertible	Ì		1		Ì	Ì	Ì			Ì			Ì	
Trust	Ì		1 1		Ì	1	Ì			Ì	1		Ì	
Preferred	Ì		1 1		Ì	1	Ì			Ì	1		Ì	
Securities	Ì	01	2/13/02	S	Ì	Ì	Ì	1,000	Immed.	1/15/32	Common	Stock	I	01
Ford Stock														
Units		04			Ì				04	04	Common	Stock	2	23,654
Ford Stock			 			 I					 			 I
Equivalents	I	05	· ·		İ		I		05	05	Common	Stock		3,496
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Explanation of Responses:

01: 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.

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	March 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.