## THORNTON JOHN L/NY

## Form 4

April 25, 2003

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

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

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[ X ] Form filed by One Reporting Person
[ ] Form filed by More than One Reporting Person
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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)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owne (e.g., puts, calls, warrants, options, convertible securities)
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| $\mid$ | $\mid$ | $\mid$ | $\mid$ | $\mid$ | $\mid$ |  |
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Explanation of Responses:
01: The Reporting Person is a Director, President and Co-Chief Operating Officer of The Goldman Sachs Group, Inc. ("GS Group"). Spear, Leeds \& Kellogg, L.P. ("SLK") 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.

The securities reported herein as indirectly purchased and sold were purchased and sold and were beneficially owned directly by SLK. Without admitting any legal obligation, SLK or an affiliate will remit appropriate profits, if any, to the Company.

02: 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 loth of the year following termination of Board service, based upon the then current market value of a share of Common Stock.

03: 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 the initial grant of 3,496 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
April 25, 2003
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**Signature of Reporting Person Attorney-in-fact

# Edgar Filing: THORNTON JOHN L/NY - Form 4 

See 18 U.S.C. 1001 and 15 U.S.C. $78 \mathrm{ff}(\mathrm{a})$.

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 $101(\mathrm{~b})(4)$ of Regulation $S-T$.

