

Edgar Filing: FORD MOTOR CO - Form S-8

FORD MOTOR CO
Form S-8
March 11, 2005

Registration No. 333-

=====

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

FORD MOTOR COMPANY
(Exact name of registrant as specified in its charter)

Delaware	38-0549190
(State or other jurisdiction	(I.R.S. Employer Identification No.)
of incorporation or organization)	

One American Road	48126-1899
Dearborn, Michigan	
(Address of principal executive offices)	(Zip Code)

FORD MOTOR COMPANY DEFERRED COMPENSATION PLAN
(Full title of the Plan)

PETER J. SHERRY, Jr., Esq.
Ford Motor Company
P. O. Box 1899
One American Road
Dearborn, Michigan 48126-1899
(313) 323-2260
(Name, address and telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per obligation	Proposed maximum aggregate offering price
Deferred Compensation Obligations (a)	\$23,580,000	100%	\$23,580,000 (b)
Common Stock, \$.01 par value	242,500 shares (c)	\$12.45	\$ 3,019,125 (d)

(a) The Deferred Compensation Obligations are unsecured obligations of Ford

Edgar Filing: FORD MOTOR CO - Form S-8

Motor Company to pay deferred compensation in the future in accordance with the terms of the Ford Motor Company Deferred Compensation Plan.

- (b) Estimated solely for the purpose of determining the registration fee.
- (c) The number of shares being registered represents the shares of Common Stock that may be issued to participants under the Deferred Compensation Plan.
- (d) Based on the market price of Common Stock of the Company on March 7, 2005 in accordance with Rule 457(c) under the Securities Act of 1933.

In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement covers an indeterminate amount of interests to be offered or sold pursuant to the Plan described herein.

=====

- 2 -

FORD MOTOR COMPANY DEFERRED COMPENSATION PLAN

INCORPORATION OF CONTENTS OF PRIOR REGISTRATION STATEMENT

The contents of Registration Statement Nos. 333-113584, 333-104063, 333-85138, 333-56660, 333-31466, 333-74313, 333-65703, 333-47733, 333-20725 and 33-62227 are incorporated herein by reference.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- Exhibit 4.1 - Ford Motor Company Deferred Compensation Plan as amended and restated as of January 1, 2005, filed as Exhibit 10-O to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2004 and incorporated herein by reference.
- Exhibit 5.1 - Opinion of Kathryn S. Lamping, an Assistant Secretary and Managing Counsel of Ford Motor Company, with respect to the legality of the securities being registered hereunder. Filed with this Registration Statement.
- Exhibit 5.2 - Opinion of Bonnie S. Gorichan, Counsel to Ford Motor Company, with respect to compliance requirements of the Employee Retirement Income Security Act of 1974. Filed with this Registration Statement.
- Exhibit 23 - Consent of Independent Registered Public Accounting Firm. Filed with this Registration Statement.
- Exhibit 24.1 - Powers of Attorney authorizing signature. Filed as Exhibit 24.1 to Registration Statement No. 333-115339 and incorporated herein by reference.
- Exhibit 24.2 - Power of Attorney authorizing signature. Filed with this Registration Statement.
- Exhibit 24.3 - Certified resolutions of Board of Directors authorizing signature pursuant to a power of attorney. Filed as Exhibit 24.2

Edgar Filing: FORD MOTOR CO - Form S-8

to Registration Statement No. 333-115339 and incorporated herein by reference.

-3-

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dearborn, State of Michigan, on this 11th day of March, 2005.

FORD MOTOR COMPANY

By: William Clay Ford, Jr.*

(William Clay Ford, Jr.)
Chairman of the Board of Directors

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	Date -----
William Clay Ford, Jr.* ----- (William Clay Ford, Jr.)	Director, Chairman of the Board and Chief Executive Officer and Chair of the Environmental and Public Policy Committee (principal executive officer)	
John R. H. Bond* ----- (John R. H. Bond)	Director	
Stephen G. Butler* ----- (Stephen G. Butler)	Director	March 11, 2005
Kimberly A. Casiano* ----- (Kimberly A. Casiano)	Director	
Edsel B. Ford II* ----- (Edsel B. Ford II)	Director	

Edgar Filing: FORD MOTOR CO - Form S-8

William Clay Ford*

(William Clay Ford)

Director

-4-

Signature

Irvine O. Hockaday, Jr.*

(Irvine O. Hockaday, Jr.)

Title

Date

Director and Chair of
the Audit Committee

Marie-Josée Kravis*

(Marie-Josée Kravis)

Director and Chair of the
Compensation Committee

Richard A. Manoogian*

(Richard A. Manoogian)

Director

Ellen R. Marram*

(Ellen R. Marram)

Director and Chair of the
Nominating and Governance
Committee

March 11, 2005

Homer A. Neal*

(Homer A. Neal)

Director

Jorma Ollila*

(Jorma Ollila)

Director

James J. Padilla*

(James J. Padilla)

Director and President and
Chief Operating Officer

Carl E. Reichardt*

(Carl E. Reichardt)

Director and Chair of the
Finance Committee

Edgar Filing: FORD MOTOR CO - Form S-8

Robert E. Rubin*

(Robert E. Rubin)

Director

-5-

Signature

John L. Thornton*

(John L. Thornton)

Title

Director

Date

James C. Gouin*

(James C. Gouin)

Vice President and
Controller
(principal accounting officer)

Donat R. Leclair*

(Donat R. Leclair)

Executive Vice President and
Chief Financial Officer
(principal financial officer)

March 11, 2005

*By: /s/K. S. Lamping

(K. S. Lamping,
Attorney-in-Fact)

-6-

EXHIBIT INDEX

Sequential Page
at Which Found
(or Incorporated
by Reference)

Exhibit 4.1 - Ford Motor Company Deferred Compensation Plan as amended and restated as of January 1, 2005, filed as Exhibit 10-O to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2004 and incorporated herein by reference.

Exhibit 5.1 - Opinion of Kathryn S. Lamping, an Assistant Secretary and Managing Counsel of Ford Motor Company, with respect to the legality of the securities being registered hereunder. Filed with this Registration Statement.

Edgar Filing: FORD MOTOR CO - Form S-8

- Exhibit 5.2 - Opinion of Bonnie S. Gorichan, Counsel to Ford Motor Company, with respect to compliance requirements of the Employee Retirement Income Security Act of 1974. Filed with this Registration Statement.
- Exhibit 23 - Consent of Independent Registered Public Accounting Firm. Filed with this Registration Statement.
- Exhibit 24.1 - Powers of Attorney authorizing signature. Filed as Exhibit 24.1 to Registration Statement No. 333-115339 and incorporated herein by reference.
- Exhibit 24.2 - Power of Attorney authorizing signature. Filed with this Registration Statement.
- Exhibit 24.3 - Certified resolutions of Board of Directors authorizing signature pursuant to a power of attorney. Filed as Exhibit 24.2 to Registration Statement No. 333-115339 and incorporated herein by reference.