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FORD MOTOR CO
Form S-8
March 27, 2003

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
(State or other jurisdiction of
incorporation or organization)

38-0549190
(I.R.S. Employee Identification No.)

One American Road
Dearborn, Michigan
(Address of principal executive offices)

48126-1899
(Zip Code)

1998 Long-Term Incentive Plan
(Full Title of the Plan)

J. M. RINTAMAKI, 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 (a), (c), (e) | Proposed maximum offering price per share (b), (d) | Proposed maximum aggregate offering price (f) |
|--------------------------------------|---------------------------------------|--|---|
| Common Stock, \$.01 par value | 32,869,525 (a) shares | \$8.00 (b) | _____ |
| Common Stock, \$.01 par value | 2,508,900 (c) shares | \$7.61 (d) | _____ |
| Common Stock, \$.01 par value | 290,820 (e) shares | \$7.61 (d) | _____ |
| | | | \$284,262,069.20 (f) |

(a) The number of shares being registered includes 32,869,525 shares of Common

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Stock of the Company subject to options or stock appreciation rights granted under the 1998 Long-Term Incentive Plan (the "Plan").

- (b) Based on the volume-weighted average option price of (a) 2,470,300 shares of Common Stock of the Company subject to options granted under the Plan and outstanding on March 27, 2003 with an option price of \$9.775, (b) 165,000 shares of Common Stock subject to options granted under the Plan and outstanding on March 27, 2003 with an option price of \$9.72, (c) 4,000,000 shares of Common Stock subject to options granted under the Plan and outstanding on March 27, 2003, with an option price of \$9.82, (d) 60,000 shares of Common Stock subject to options granted under the Plan and outstanding on March 27, 2003 with an option price of \$8.53, (e) 9,500 shares of Common Stock subject to options granted under the Plan and outstanding on March 27, 2003 with an option price of \$9.38, and (f) 26,164,725 shares of Common Stock subject to options or stock appreciation rights granted under the Plan and outstanding on March 27, 2003 with an option price of \$7.55 in accordance with Rule 457(h) under the Securities Act of 1933.
- (c) The number of shares registered includes 2,508,900 shares of Common Stock of the Company subject to options or stock appreciation rights to be granted under the Plan.
- (d) Based on the market price of Common Stock of the Company on March 24, 2003, in accordance with Rule 457(c) under the Securities Act of 1933.
- (e) The number of shares being registered includes 290,820 shares of Common Stock of the Company to be issued as awards to participants under the Plan.
- (f) This amount is the sum of (a) the aggregate option price of 32,869,525 shares of Common Stock of the Company subject to options or stock appreciation rights granted under the Plan and outstanding on March 27, 2003, with a volume-weighted average option price of \$8.00, in accordance with Rule 457(h) under the Securities Act of 1933, (b) the assumed aggregate option price of 2,508,900 shares of Common Stock being registered, based on the market price of Common Stock of the Company on March 24, 2002 in accordance with Rule 457(c) under the Securities Act of 1933, and (c) the assumed aggregate offering price of 290,820 shares of Common Stock being registered, based on the market price of the Common Stock of the Company on March 24, 2003, in accordance with Rule 457(c) under the Securities Act of 1933.
- (g) This amount is based on the proposed maximum aggregate offering price of \$284,262,069.20. See note (f).

1998 Long-Term Incentive Plan

INCORPORATION OF CONTENTS OF PRIOR REGISTRATION STATEMENTS

The contents of Registration Statement Nos. 333-87990, 333-57598, 333-37542, 333-70447 and 333-52399 are incorporated herein by reference.

Item 8. Exhibits.

Exhibit 4.1 - Ford Motor Company 1998 Long-Term Incentive Plan, as amended and restated as of January 1, 2003. Filed as Exhibit 10-R to Ford's Annual Report on Form 10-K for the year ended December 31, 2002 and incorporated herein by reference.

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- Exhibit 5 - Opinion of Kathryn S. Lamping, an Assistant Secretary and Counsel of Ford Motor Company, with respect to the legality of the securities being registered hereunder. Filed with this Registration Statement.

- Exhibit 23 - Consent of Independent Certified Public Accountants. Filed with this Registration Statement.

- Exhibit 24.1- Powers of Attorney authorizing signature. Filed as Exhibit 24.1 to Registration Statement No. 333-87990 and Exhibit 24.2 to Registration Statement No. 333-100910 and incorporated herein by reference.

- Exhibit 24.2- Certified resolutions of Board of Directors authorizing signature pursuant to a power of attorney. Filed as Exhibit 24.2 to Registration Statement No. 333-87990 and incorporated herein by reference.

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 27th day of March, 2003.

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 | |
| Edsel B. Ford II* ----- (Edsel B. Ford II) | Director | March 27, |

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| | |
|--|---|
| William Clay Ford* ----- (William Clay Ford) | Director |
| Irvine O. Hockaday, Jr.* ----- (Irvine O. Hockaday, Jr.) | Director and Chair of the Audit Committee |

| Signature ----- | Title ----- | Date ----- |
|--|---|---------------|
| Marie-Josee Kravis* ----- (Marie-Josee 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 | |
| Homer A. Neal* ----- (Homer A. Neal) | Director | March 27, |
| Jorma Ollila* ----- (Jorma Ollila) | Director | |
| Carl E. Reichardt* ----- (Carl E. Reichardt) | Director, Chair of the Finance Committee and Vice Chairman | |
| Robert E. Rubin* ----- (Robert E. Rubin) | Director | |
| Nicholas V. Scheele* ----- (Nicholas V. Scheele) | Director and President and Chief Operating Officer | |
| John L. Thornton* ----- (John L. Thornton) | Director | |

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Allan D. Gilmour*

(Allan D. Gilmour)

Vice Chairman and
Chief Financial Officer
(principal financial officer)

Donat R. Leclair*

(Donat R. Leclair)

Vice President and Controller
(principal accounting officer)

March 27,

*By: /s/K. S. Lamping

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

EXHIBIT INDEX

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