

Edgar Filing: FORD MOTOR CO - Form S-8

FORD MOTOR CO
Form S-8
May 10, 2004

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)

FORD MOTOR COMPANY SAVINGS AND STOCK
INVESTMENT PLAN FOR SALARIED EMPLOYEES
(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 (a) | Proposed maximum offering price per share (b) | Proposed maximum aggregate offering price (b) |
|--------------------------------------|-----------------------------|---|---|
| Common Stock, \$.01 par value | 85,000,000 shares | \$15.165 | \$1,289,025,000.00 |

(a) The number of shares being registered represents the maximum number of additional shares not registered heretofore that may be acquired by Fidelity Management Trust Company, as trustee under the Master Trust established as of September 30, 1995, as amended, and as trustee under the Plan, during 2004 and during subsequent years until a new Registration Statement becomes effective.

(b) Based on the market price of Common Stock of the Company on May 3, 2004, in

Edgar Filing: FORD MOTOR CO - Form S-8

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.

FORD MOTOR COMPANY SAVINGS AND STOCK INVESTMENT PLAN FOR SALARIED EMPLOYEES

INCORPORATION OF CONTENTS OF PRIOR REGISTRATION STATEMENTS

The contents of Registration Statements Nos. 333-101293, 333-72476, 333-61882, 333-40258, 333-38580, 333-37396, 333-86127, 333-58695, 333-49545, 333-47443, 333-28181, 33-64607, 33-54735, 33-54275, 33-50194, 33-36061, 33-14951 and 2-95020 are incorporated herein by reference.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

- Exhibit 4.1 - Ford Motor Company Savings and Stock Investment Plan for Salaried Employees (as amended effective through April 1, 2004). Filed with this Registration Statement.
- Exhibit 4.2 - Copy of Master Trust Agreement dated as of September 30, 1995 between Ford Motor Company and Fidelity Management Trust Company, as Trustee. Filed as Exhibit 4.B to Registration Statement No. 33-64605 and incorporated herein by reference.
- Exhibit 4.3 - Copy of Amendment dated October 25, 1997 to Master Trust Agreement between Ford Motor Company and Fidelity Management Trust Company, as Trustee. Filed as Exhibit 4.E to Registration Statement No. 333-47443 and incorporated herein by reference.
- Exhibit 4.4 - Copy of Amendment dated March 3, 1998 to Master Trust Agreement between Ford Motor Company and Fidelity Management Trust Company, as Trustee. Filed as Exhibit 4.F to Registration Statement No. 333-58695 and incorporated herein by reference.
- Exhibit 4.5 - Summary of amendments dated April 1, 2002 to Master Trust Agreement between Ford Motor Company and Fidelity Management Trust Company, as Trustee. Filed as Exhibit 4.8 to Registration Statement No. 333-101293 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 - Copy of Internal Revenue Service determination letter that the Plan is qualified under Section 401 of the Internal Revenue Code. Filed with this Registration Statement.
- Exhibit 15 - Letter from Independent Certified Public Accountants regarding

Edgar Filing: FORD MOTOR CO - Form S-8

unaudited interim financial information. 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 with this Registration Statement.
- Exhibit 24.2 - Certified resolutions of Board of Directors authorizing signature pursuant to a power of attorney. Filed with this Registration Statement.

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Act of 1933, the Plan 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 10th day of May, 2004.

FORD MOTOR COMPANY SAVINGS AND STOCK
INVESTMENT PLAN FOR SALARIED EMPLOYEES

By: /s/Rosemary A. Parker

Rosemary A. Parker, Member
Savings and Stock Investment Plan Committee

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 10th day of May, 2004.

FORD MOTOR COMPANY

By: William Clay Ford, Jr.*

(William Clay Ford, Jr.)
Chairman and Chief Executive Officer

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.

Edgar Filing: FORD MOTOR CO - Form S-8

| 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 | May 10, 2004 |
| Kimberly A. Casiano* ----- (Kimberly A. Casiano) | Director | |
| Edsel B. Ford II* ----- (Edsel B. Ford II) | Director | |
| William Clay Ford* ----- (William Clay Ford) | Director | |
| Signature ----- | Title ----- | Date ---- |
| Irvine O. Hockaday, Jr.* ----- (Irvine O. Hockaday, Jr.) | Director and Chair of the Audit Committee | |
| Marie-Josee Kravis* ----- (Marie-Josee Kravis) | Director and Chair of the Compensation Committee | |
| Richard A. Manoogian* ----- (Richard A. Manoogian) | Director | |

Edgar Filing: FORD MOTOR CO - Form S-8

Ellen R. Marram*

(Ellen R. Marram)

Director and Chair of the
Nominating and Governance
Committee

Homer A. Neal*

(Homer A. Neal)

Director

May 10, 2004

Jorma Ollila*

(Jorma Ollila)

Director

Carl E. Reichardt*

(Carl E. Reichardt)

Director and Chair of the
Finance Committee

Robert E. Rubin*

(Robert E. Rubin)

Director

Nicholas V. Scheele*

(Nicholas V. Scheele)

Director and President

Signature

Title

Date

John L. Thornton*

(John L. Thornton)

Director

James C. Gouin*

(James C. Gouin)

Vice President and
Controller
(principal accounting officer)

Edgar Filing: FORD MOTOR CO - Form S-8

Donat R. Leclair*

(Donat R. Leclair)

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

May 10, 2004

*By: /s/K. S. Lamping

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

EXHIBIT INDEX

Sequential Page
at Which Found
(or Incorporated
by Reference)

- Exhibit 4.1 - Ford Motor Company Savings and Stock Investment Plan for Salaried Employees (as amended effective through April 1, 2004). Filed with this Registration Statement.
- Exhibit 4.2 - Copy of Master Trust Agreement dated as of September 30, 1995 between Ford Motor Company and Fidelity Management Trust Company, as Trustee. Filed as Exhibit 4.B to Registration Statement No. 33-64605 and incorporated herein by reference.
- Exhibit 4.3 - Copy of Amendment dated October 25, 1997 to Master Trust Agreement between Ford Motor Company and Fidelity Management Trust Company, as Trustee. Filed as Exhibit 4.E to Registration Statement No. 333-47443 and incorporated herein by reference.
- Exhibit 4.4 - Copy of Amendment dated March 3, 1998 to Master Trust Agreement between Ford Motor Company and Fidelity Management Trust Company, as Trustee. Filed as Exhibit 4.F to Registration Statement No. 333-58695 and incorporated herein by reference.
- Exhibit 4.5 - Summary of amendments dated April 1, 2002 to Master Trust Agreement between Ford Motor Company and Fidelity Management Trust Company, as Trustee. Filed as Exhibit 4.8 to Registration Statement No. 333-101293 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 - Copy of Internal Revenue Service determination letter that the Plan is qualified under Section 401 of the Internal Revenue Code. Filed with this Registration Statement.
- Exhibit 15 - Letter from Independent Certified Public Accountants regarding unaudited interim financial information. Filed with this

Edgar Filing: FORD MOTOR CO - Form S-8

Registration Statement.

- Exhibit 23 - Consent of Independent Certified Public Accountants. Filed with this Registration Statement.
- Exhibit 24.1 - Powers of Attorney authorizing signature. Filed with this Registration Statement.
- Exhibit 24.2 - Certified resolutions of Board of Directors authorizing signature pursuant to a power of attorney. Filed with this Registration Statement.