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FORD MOTOR CO
Form S-8
March 26, 2001

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 | Proposed maximum offering price per share (b), (d) | Proposed maximum aggregate offering price (e) |
|--------------------------------------|-------------------------|--|---|
| Common Stock, \$.01 par value | 1,829,717 (a) shares | \$27.7980 (b) | _____ |
| Common Stock, \$.01 par value | 2,750,000 (c) shares | \$29.0400 (d) | _____ |
| | | | \$130,722,473.17 (e) |

- =====
- (a) The number of shares being registered includes 1,829,717 shares of Common Stock of the Company (a) 1,580,025 of which are subject to options granted under the 1998 Long-Term Incentive Plan (the "Plan") and 249,692 of which relate to options granted under The Hertz Corporation Long-Term Equity Contribution Plan and converted to these options subject to the Common Stock of the Company as a result of the merger of Ford FSGII, Inc. with and into The Hertz Corporation.

-2-

- (b) Based on the volume-weighted average option price of (a) 1,580,025 shares of Common Stock of the Company subject to options granted under the Plan and outstanding on March 22, 2001, with an option price of \$27.42 and (b) 249,692 shares of Common Stock subject to options granted under the Plan and outstanding on March 22, 2001, with an option price of \$30.19 in accordance with Rule 457(h) under the Securities Act of 1933.
- (c) The number of shares being registered includes 2,750,000 shares of Common Stock of the Company issued or to be issued as awards to participants under the Plan.
- (d) Based on the market price of Common Stock of the Company on March 21, 2001, in accordance with Rule 457(c) under the Securities Act of 1933.
- (e) This amount is the sum of (a) the aggregate option price of 1,829,717 shares of Common Stock of the Company subject to options granted under the Plan and outstanding on March 22, 2001, with a volume-weighted average option price of \$27.7980, in accordance with Rule 457(h) under the Securities Act of 1933, and (b) the assumed aggregate offering price of the remaining 2,750,000 shares of Common Stock being registered, based on the market price of Common Stock of the Company on March 21, 2001, in accordance with Rule 457(c) under the Securities Act of 1933.
- (f) This amount is based on the proposed maximum aggregate offering price of \$130,722,473.17. See note (e).

-3-

1998 Long-Term Incentive Plan

INCORPORATION OF CONTENTS OF PRIOR REGISTRATION STATEMENTS

The contents of Registration Statement Nos. 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. Filed as Exhibit 10-W to Ford's Annual Report on Form 10-K for the year ended December 31, 1997 and incorporated herein by reference.

Exhibit 4.2 - Amendment to 1998 Long-Term Incentive Plan, effective as of January 1, 1999. Filed as Exhibit 10-U-1 to Ford's Annual Report on Form 10-K for the year ended December 31, 1999 and

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incorporated herein by reference.

- Exhibit 4.3 - Amendment to 1998 Long-Term Incentive Plan, effective as of March 10, 2000. Filed as Exhibit 10-U-2 to Ford's Annual Report on Form 10-K for the year ended December 31, 1999 and incorporated herein by reference.
- 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.A to Registration Statement No.333-37396 and incorporated herein by reference.
- Exhibit 24.2 - Power of Attorney authorizing signature. Filed as Exhibit 24.2 to Registration Statement No.333-56660 and incorporated herein by reference.
- Exhibit 24.3 - Certified resolutions of Board of Directors authorizing signature pursuant to a power of attorney. Filed as Exhibit 24.B to Registration Statement No.333-37396 and incorporated herein by reference.

-4-

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 26th day of March, 2001.

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 ----- |
|--|--|
| William Clay Ford, Jr.* ----- (William Clay Ford, Jr.) | Director, Chairman of the Board and Chairman of the Environmental and Public |

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| | | |
|--|---|---------|
| Jacques Nasser* ----- (Jacques Nasser) | Policy Committee, the Finance Committee and the Nominating and Governance Committee Director and President and Chief Executive Officer (principal executive officer) | |
| John R. H. Bond* ----- (John R. H. Bond) | Director | March 2 |
| Michael D. Dingman* ----- (Michael D. Dingman) | Director and Chairman of the Compensation Committee | |
| Edsel B. Ford II* ----- (Edsel B. Ford II) | Director | |
| William Clay Ford* ----- (William Clay Ford) | Director | |

-5-

| Signature ----- | Title ----- | D |
|--|--|---------|
| Irvine O. Hockaday, Jr.* ----- (Irvine O. Hockaday, Jr.) | Director and Chairman of the Audit Committee | |
| Marie-Josée Kravis* ----- (Marie-Josée Kravis) | Director | |
| Ellen R. Marram* ----- (Ellen R. Marram) | Director | |
| Homer A. Neal* ----- (Homer A. Neal) | Director | |
| Jorma Ollila* ----- (Jorma Ollila) | Director | March 2 |

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