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FORD MOTOR CO
Form S-8
March 28, 2002

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. Employer Identification No.)

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

48126-1899
(Zip Code)

FORD MOTOR COMPANY DEFERRED COMPENSATION 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 obligation	Proposed maximum aggregate offering price**
Deferred Compensation Obligations*	\$10,000,000	100%	\$10,000,000

* The Deferred Compensation Obligations are unsecured obligations of Ford Motor Company to pay deferred compensation in the future in accordance with the terms of the Ford Motor Company Deferred Compensation Plan.
** Estimated solely for the purpose of determining the registration fee.

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FORD MOTOR COMPANY DEFERRED COMPENSATION PLAN

INCORPORATION OF CONTENTS OF PRIOR REGISTRATION STATEMENT

The contents of Registration Statement Nos. 333-56660, 333-31466, 333-65703, 333-47733, 333-20725, 33-62227 and 333-74313 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, 2000, filed as Exhibit 10-R to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1999 and incorporated herein by reference.
- Exhibit 4.2 - Amendment to Ford Motor Company Deferred Compensation Plan, effective as of April 12, 2000. Filed as Exhibit 4.2 to Registration Statement No. 333-56660 and incorporated herein by reference.
- Exhibit 4.3 - Amendment to Ford Motor Company Deferred Compensation Plan, effective as of June 1, 2000. Filed as Exhibit 4.3 to Registration Statement No. 333-56660 and incorporated herein by reference.
- Exhibit 5.1 - 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 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 Certified Public Accountants. Filed with this Registration Statement.
- Exhibit 24.1 - Powers of Attorney authorizing signature. Filed as Exhibit 24 to Registration Statement No. 333-75124 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 to Registration Statement No. 333-75124 and incorporated herein by reference.

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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 28th day of March, 2002.

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 Chief Executive Officer and Chairman of the Environmental and Public Policy Committee and the Nominating and Governance Committee (principal executive officer)
John R. H. Bond* ----- (John R. H. Bond)	Director
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

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Signature -----	Title -----
Irvine O. Hockaday, Jr.* ----- (Irvine O. Hockaday, Jr.)	Director and Chairman of the Audit Committee
Marie-Josée Kravis* ----- (Marie-Josée Kravis)	Director
Richard A. Manoogian* ----- (Richard A. Manoogian)	Director
Ellen R. Marram* ----- (Ellen R. Marram)	Director
Homer A. Neal* ----- (Homer A. Neal)	Director
Jorma Ollila* ----- (Jorma Ollila)	Director
Carl E. Reichardt* ----- (Carl E. Reichardt)	Director, Chairman 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

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Signature -----	Title -----
John L. Thornton* ----- (John L. Thornton)	Director
I. Martin Inglis* ----- (I. Martin Inglis)	Group Vice President and Chief Financial Officer (principal financial officer)
Don Leclair* ----- (Don Leclair)	Vice President and Controller (principal accounting officer)

*By: /s/K. S. Lamping

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

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EXHIBIT INDEX

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