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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)

1998 Long-Term Incentive 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 (a), (c), (e)	Proposed maximum offering price per share (b), (d)	Proposed maximum aggregate offering price (e)
Common Stock, \$.01 par value	96,671 (a) shares	\$13.9464 (b)	_____
Common Stock, \$.01 par value	465,000 (c) shares	\$15.165 (d)	
Common Stock, \$.01 par value	900,000 (e) shares	\$15.165 (d)	
			\$22,048,437.43 (f)

(a) The number of shares being registered includes 96,671 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) 52,171 shares of Common Stock subject to options granted under the Plan and outstanding on May 10, 2004, with an option price of \$13.26, (b) 20,000 shares of Common Stock subject to options granted under the Plan and outstanding on May 10, 2004 with an option price of \$13.57, (c) 4,500 shares of Common Stock subject to options granted under the Plan and outstanding on May 10, 2004 with an option price of \$14.05, (d) 20,000 shares of Common Stock subject to options granted under the Plan and outstanding on May 10, 2004 with an option price of \$16.09 in accordance with Rule 457(h) under the Securities Act of 1933.
- (c) The number of shares registered includes 465,000 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 May 3, 2004, in accordance with Rule 457(c) under the Securities Act of 1933.
- (e) The number of shares being registered includes 900,000 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 96,671 shares of Common Stock of the Company subject to options or stock appreciation rights granted under the Plan and outstanding on May 10, 2004, with a volume-weighted average option price of \$13.9464, in accordance with Rule 457(h) under the Securities Act of 1933, (b) the assumed aggregate option price of 465,000 shares of Common Stock being registered, based on the market price of Common Stock of the Company on May 3, 2004 in accordance with Rule 457(c) under the Securities Act of 1933, and (c) the assumed aggregate offering price of 900,000 shares of Common Stock being registered, based on the market price of the Common Stock of the Company on May 3, 2004, 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 \$22,048,437.43. See note (f).

1998 Long-Term Incentive Plan

INCORPORATION OF CONTENTS OF PRIOR REGISTRATION STATEMENTS

The contents of Registration Statement Nos. 333-113608, 333-105674, 333-104064, 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.
- Exhibit 5 - Opinion of Kathryn S. Lamping, an Assistant Secretary and Managing Counsel of Ford Motor Company, with respect to the

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legality of the securities being registered hereunder.
Filed with this Registration Statement.

- Exhibit 15 - Letter from Independent Certified Public Accountants regarding unaudited interim financial information. Filed with this Registration Statement.
- Exhibit 23 - Consent of Independent Accountants. 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 - 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.

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 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 -----
<p>William Clay Ford, Jr.* ----- (William Clay Ford, Jr.)</p>	<p>Director, Chairman of the Board and Chief Executive Officer and Chair of the Environmental and Public Policy Committee (principal executive officer)</p>	
<p>John R. H. Bond* ----- (John R. H. Bond)</p>	<p>Director</p>	

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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-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	
Homer A. Neal* ----- (Homer A. Neal)	Director	May 10, 2004
Jorma Ollila* -----	Director	

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(Jorma Ollila)

Carl E. Reichardt *

Director and Chair of the
Finance Committee

(Carl E. Reichardt)

Robert E. Rubin*

Director

(Robert E. Rubin)

Nicholas V. Scheele*

Director and President

(Nicholas V. Scheele)

Signature

Title

Date

John L. Thornton*

Director

(John L. Thornton)

James C. Gouin*

Vice President and
Controller
(principal accounting officer)

(James C. Gouin)

Donat R. Leclair*

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

May 10, 2004

(Donat R. Leclair)

*By: /s/K. S. Lamping

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

EXHIBIT INDEX

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