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FORD MOTOR CO
 Form S-8
 May 10, 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. 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)	Proposed maximum offering price per share (b), (d)	Proposed maximum aggregate offering price (e)
Common Stock, \$.01 par value	100,920,303 (a) shares	\$22.7335 (b)	_____
Common Stock, \$.01 par value	1,686,800 (c) shares	\$16.07 (d)	_____
			\$2,321,388,235.33 (e)

- (a) The number of shares being registered includes 100,920,303 shares of Common Stock of the Company subject to options granted under the 1998 Long-Term Incentive Plan (the "Plan").
- (b) Based on the volume-weighted average option price of (a) 8,724,980 shares of Common Stock of the Company subject to options granted under the Plan

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and outstanding on May 6, 2002 with an option

- price of \$31.95, (b) 18,308,324 shares of Common Stock subject to options granted under the Plan and outstanding on May 6, 2002 with an option price of \$22.73, (c) 26,350,049 shares of Common Stock subject to options granted under the Plan and outstanding on May 6, 2002, with an option price of \$30.19, (d) 47,468,950 shares of Common Stock subject to options granted under the Plan and outstanding on May 6, 2002 with an option price of \$16.91, and (e) 68,000 shares of Common Stock subject to options granted under the Plan and outstanding on May 6, 2002 with an option price of \$17.09 in accordance with Rule 457(h) under the Securities Act of 1933.
- (c) The number of shares registered includes 1,686,800 shares of Common Stock of the Company subject to options to be granted under the Plan.
 - (d) Based on the market price of Common Stock of the Company on May 6, 2002, 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 100,920,303 shares of Common Stock of the Company subject to options granted under the Plan and outstanding on May 6, 2002, with volume-weighted average option price of \$22.7335, in accordance with Rule 457(h) under the Securities Act of 1933, and (b) the assumed aggregate option price of the remaining 1,686,800 shares of Common Stock being registered, based on the market price of Common Stock of the Company of May 6, 2002 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 \$2,321,388,235.33. See note (e).

1998 Long-Term Incentive Plan

INCORPORATION OF CONTENTS OF PRIOR REGISTRATION STATEMENTS

The contents of Registration Statement Nos. 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. 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 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 4.4 - Amendment to 1998 Long-Term Incentive Plan, effective as of January 31, 2002. Filed as Exhibit 10-S-3 to Ford's Annual Report on Form 10-K for the year ended December 31, 2001 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 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.

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, 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 -----	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 and the Nominating and Governance Committee (principal executive officer)	
John R. H. Bond* ----- (John R. H. Bond)	Director	May 10,
Edsel B. Ford II* ----- (Edsel B. Ford II)	Director	

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Signature -----	Title -----	Date -----
William Clay Ford* ----- (William Clay Ford)	Director	
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	
Ellen R. Marram* ----- (Ellen R. Marram)	Director	
Homer A Neal* ----- (Homer A. Neal)	Director	May 10,
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	

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Nicholas V. Scheele*

(Nicholas V. Scheele)

Director and President and
Chief Operating Officer

Signature

John L. Thornton*

(John L. Thornton)

Title

Director

I. Martin Inglis*

(I. Martin Inglis)

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

May 10,

Don R. Leclair*

(Don R. Leclair)

Vice President and Controller
(principal accounting officer)

*By: K. S. Lamping

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

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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.
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