

Edgar Filing: THORNTON JOHN L/NY - Form 4

7. Individual or Joint/Group Filing (Check Applicable Line)

- Form filed by One Reporting Person
- Form filed by More than One Reporting Person

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Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (mm/dd/yy) | 3. Transaction Code (Instr. 8) Code V | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount or Price (D) | 6. Price (D) | 7. Amount or Price (D) | 8. Amount or Price (D) |
|---------------------------------------|---|---|--|------------------------------------|--------------------|------------------------------------|------------------------------------|
| Common Stock | | | | | | | 25, |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Deriv- ative Security | 3. Date (Month/ Day/ Year) | 4. Trans- action Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion Date | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--|---|--|--|---|--|
| 6.50% Cumulative Convertible Trust Preferred | | | | | | | |

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|-------------|----|---------|---|--|-------|--------|---------|--------------|--------|
| Securities | 01 | 2/1/02 | S | | 500 | Immed. | 1/15/32 | Common Stock | 01 |
| 6.50% | | | | | | | | | |
| Cumulative | | | | | | | | | |
| Convertible | | | | | | | | | |
| Trust | | | | | | | | | |
| Preferred | | | | | | | | | |
| Securities | 01 | 2/13/02 | P | | 1,000 | Immed. | 1/15/32 | Common Stock | 01 |
| 6.50% | | | | | | | | | |
| Cumulative | | | | | | | | | |
| Convertible | | | | | | | | | |
| Trust | | | | | | | | | |
| Preferred | | | | | | | | | |
| Securities | 01 | 2/13/02 | S | | 1,000 | Immed. | 1/15/32 | Common Stock | 01 |
| Ford Stock | | | | | | | | | |
| Units | 04 | | | | | 04 | 04 | Common Stock | 23,654 |
| Ford Stock | | | | | | | | | |
| Equivalents | 05 | | | | | 05 | 05 | Common Stock | 3,496 |

Explanation of Responses:

01: Each 6.50% Cumulative Convertible Trust Preferred Security ("Preferred Securities") is convertible, at the option of the holder, into 2.8249 shares of Ford Motor Company common stock.

02: The Reporting Person is a Director, President and Co-Chief Operating Officer of The Goldman Sachs Group, Inc. ("GS Group"). Goldman, Sachs & Co. ("Goldman Sachs") is an indirect wholly-owned subsidiary of GS Group. The Reporting Person disclaims beneficial ownership of the securities reported herein as indirectly owned except to the extent of his pecuniary interest therein.

03: The securities reported herein as indirectly purchased and sold were purchased and sold and were beneficially owned directly by Goldman Sachs. Without admitting any legal obligation, Goldman Sachs will remit appropriate profits, if any, to the Company.

04: These Ford Stock Units were acquired under the Company's Deferred Compensation Plan for Non-Employee Directors. In general, these Ford Stock Units will be converted and distributed to the Reporting Person, without payment, in cash, on January 10th of the year following termination of Board service, based upon the then current market value of a share of Common Stock.

05: These Ford Stock Equivalents were acquired under the Company's Restricted Stock Plan for Non-Employee Directors without payment by the Reporting Person. In general, approximately 20% of these Ford Stock Equivalents will be converted and distributed to the Reporting Person, without payment, in shares of Common Stock on June 1 of the 5 years commencing 6/1/2002.

By: s/ Roger S. Begelman

March 11, 2002

 **Signature of Reporting Person
 Attorney-in-fact

 Date

** Intentional misstatements or omissions of facts constitute Federal

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Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedures.

Alternatively, this Form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to Rule 101(b)(4) of Regulation S-T.