

OCONNOR JAMES G

Form 4

December 02, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OCONNOR JAMES G

(Last) (First) (Middle)

FORD MOTOR COMPANY, 16800
EXECUTIVE PLAZA DRIVE

(Street)

DEARBORN, MI 48126

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
FORD MOTOR CO [F]

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Group Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, \$0.01 par value					101,105		D
Common Stock, \$0.01 par value					126,878		I By Company Plan
Common Stock, \$0.01 par value					25,608		I By Spouse

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

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(9-02)

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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. F Der Sec (Ins
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 12.53					<u>(1)</u>	03/14/2006	Common Stock, \$0.01 par value	<u>(1)</u>	
Employee Stock Option (Right to Buy)	\$ 12.25					<u>(2)</u>	03/13/2007	Common Stock, \$0.01 par value	<u>(2)</u>	
Employee Stock Option (Right to Buy)	\$ 22.65					<u>(3)</u>	03/12/2008	Common Stock, \$0.01 par value	<u>(3)</u>	
Employee Stock Option (Right to Buy)	\$ 31.95					<u>(4)</u>	03/11/2009	Common Stock, \$0.01 par value	<u>(4)</u>	
Employee Stock Option (Right to Buy)	\$ 22.73					<u>(5)</u>	03/09/2010	Common Stock, \$0.01 par value	<u>(5)</u>	

BEP Ford Stock Fund Units	<u>(6)</u>				<u>(6)</u>	<u>(6)</u>	Common Stock, \$0.01 par value	<u>(6)</u>
DCP Ford Stock Fund Units	<u>(7)</u>	12/01/2004	A <u>(7)</u>	4	<u>(7)</u>	<u>(7)</u>	Common Stock, \$0.01 par value	1
Employee Stock Option (Right to Buy)	\$ 30.19				<u>(8)</u>	03/08/2011	Common Stock, \$0.01 par value	<u>(8)</u>
Employee Stock Option (Right to Buy)	\$ 13.26				<u>(9)</u>	03/11/2014	Common Stock, \$0.01 par value	<u>(9)</u>
Employee Stock Option (Right to Buy)	\$ 16.91				<u>(10)</u>	03/14/2012	Common Stock, \$0.01 par value	<u>(10)</u>
Employee Stock Option (Right to Buy)	\$ 7.55				<u>(11)</u>	03/18/2013	Common Stock, \$0.01 par value	<u>(11)</u>
Employee Stock Option (Right to Buy)	\$ 9.78				<u>(12)</u>	12/05/2012	Common Stock, \$0.01 par value	<u>(12)</u>
Employee Stock Option (Right to Buy)	\$ 9.72				<u>(13)</u>	12/10/2012	Common Stock, \$0.01 par value	<u>(13)</u>
Ford Stock Equivalents	<u>(14)</u>				<u>(14)</u>	<u>(14)</u>	Common Stock, \$0.01 par value	<u>(14)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

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Director 10% Owner Officer

Other

OCONNOR JAMES G
FORD MOTOR COMPANY
16800 EXECUTIVE PLAZA DRIVE
DEARBORN, MI 48126

Group Vice President

Signatures

s/Kathryn S. Lamping,
Attorney-in-Fact

12/02/2004

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The option became exercisable to the extent of 25% of the shares optioned after one year from the date of grant (3/15/1996), 50% after two years, 75% after three years and in full after four years.
- (2) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (3/14/1997), 66% after two years, and in full after three years.
- (3) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (3/13/1998), 66% after two years, and in full after three years.
- (4) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (3/12/1999), 66% after two years, and in full after three years.
- (5) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (3/10/2000), 66% after two years, and in full after three years.
- (6) These Ford Stock Fund Units were credited to my account by the Company, without payment by me, in transactions exempt under Rule 16b-3(c), under the Company's Benefit Equalization Plan, and included in my most recent plan statement. In general, these Ford Stock Fund Units will be converted and distributed to me, without payment, in cash, following termination of employment, based on the then current price of a Ford Stock Fund Unit and the then current market value of a share of Common Stock.
- (7) These Ford Stock Fund Units result from dividend equivalents under the Company's Deferred Compensation Plan credited to my account, without payment by me. In general, these Ford Stock Fund Units will be converted and distributed to me, without payment, in either shares of Common Stock or cash (depending on my election), after termination of employment, based on the current price of a Ford Stock Fund Unit and the then current market value of a share of Common Stock.
- (8) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (3/9/2001), 66% after two years, and in full after three years.
- (9) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/12/2004), 66% after two years, and in full after three years.
- (10) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/15/2002), 66% after two years, and in full after three years.
- (11) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/19/2003), 66% after two years, and in full after three years.
- (12) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (12/6/2002), 66% after two years, and in full after three years.
- (13) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (12/11/2002), 66% after two years, and in full after three years.
- (14) These Ford Stock Equivalents were acquired under the Company's 1998 Long-Term Incentive Plan without payment by me. These Ford Stock Equivalents will be converted and distributed to me, without payment, in shares of Common Stock on March 12, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Signatures