

Edgar Filing: FORD MOTOR CO - Form 10-Q/A

FORD MOTOR CO
Form 10-Q/A
August 30, 2004

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

FORM 10-Q/A
AMENDMENT NO. 1

(Mark One)

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES
--- EXCHANGE ACT OF 1934 For the quarterly period ended June 30, 2004 OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES
--- EXCHANGE ACT OF 1934 For the transition period from to

Commission file number 1-3950

FORD MOTOR COMPANY

(Exact name of registrant as specified in its charter)

| | |
|---|--|
| Incorporated in Delaware | 38-0549190 |
| ----- | ----- |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification Number) |

| | |
|--|------------|
| One American Road, Dearborn, Michigan | 48126 |
| ----- | ----- |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: 313-322-3000

Indicate by checkmark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ . No .

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes ☒ . No .

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APPLICABLE ONLY TO CORPORATE ISSUERS: Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: As of July 28, 2004 the Registrant had outstanding 1,758,935,347 shares of

Common Stock and 70,852,076 shares of Class B Stock.

FORD MOTOR COMPANY

FORM 10-Q/A

AMENDMENT NO. 1

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2004

This Amendment No. 1 on Form 10-Q/A amends Part II, Item 4 of the original Quarterly Report for the period ended June 30, 2004, filed August 5, 2004 (the "Original 10-Q"), to include Part II, Item 4 inadvertently excluded from the Original 10-Q.

Part II, Item 4 of the Original 10-Q is amended in its entirety to read as follows:

Part II. Other Information

Item 4. Submission of Matters to a Vote of the Security-Holders -----

On May 13, 2004, the 2004 Annual Meeting of Shareholders of Ford Motor Company was held. The following is a brief description of the matters voted upon at the meeting and tabulation of the voting therefor:

Proposal 1 Election of Directors. The following nominees were elected directors of the Company, with each receiving the number of votes set forth opposite his or her name below:

| | Number of Votes ----- | |
|-------------------------|--------------------------|-------------|
| Nominee | For | Against |
| John R. H. Bond | 2,415,298,250 | 291,308,196 |
| Stephen G. Butler | 2,626,981,899 | 79,624,547 |
| Kimberly A. Casiano | 2,636,037,999 | 70,568,447 |
| Edsel B. Ford II | 2,623,074,755 | 83,531,691 |
| William C. Ford | 2,623,266,440 | 83,340,006 |
| William C. Ford, Jr. | 2,635,528,602 | 71,077,844 |
| Irvine O. Hockaday, Jr. | 2,622,180,544 | 84,425,902 |
| Marie-Josée Kravis | 2,638,594,068 | 68,012,378 |
| Richard A. Manoogian | 2,640,434,180 | 66,172,266 |
| Ellen R. Marram | 2,623,239,322 | 83,367,124 |
| Homer A. Neal | 2,639,544,139 | 67,062,307 |
| Jorma Ollila | 2,627,433,386 | 79,173,060 |
| Carl E. Reichardt | 2,635,245,191 | 71,361,255 |
| Robert E. Rubin | 2,413,351,000 | 293,075,446 |

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| | | |
|---------------------|---------------|-------------|
| Nicholas V. Scheele | 2,635,174,066 | 71,432,380 |
| John L. Thornton | 2,570,954,160 | 135,652,286 |

There were no broker non-votes with respect to the election of directors.

Proposal 2 Ratification of Selection of Independent Public Accountants. A proposal to ratify the selection of PricewaterhouseCoopers LLP as independent public accountants to audit the books of account and other corporate records of the Company for 2004 was adopted, with 2,642,576,078 votes cast for, 45,819,016 votes cast against, 18,211,352 votes abstained and 0 broker non-votes.

Proposal 3 Relating to Disclosure of Compensation Paid to Executive Officers. A proposal relating to disclosure of Company executive officers who are contractually entitled to receive more than \$250,000 annually in compensation was rejected, with 2,017,676,324 votes cast against, 236,607,007 votes cast for, 28,231,971 votes abstained, and 424,091,144 broker non-votes.

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Proposal 4 Relating to Establishing an Independent Committee of the Board to Evaluate Conflicts of Interests. A proposal relating to establishing an independent committee of the Board to evaluate conflicts of interests between Class B Stock shareholders and common stock shareholders was rejected, with 1,886,519,152 votes cast against, 363,679,120 votes cast for, 32,317,030 votes abstained and 424,091,144 broker non-votes.

Proposal 5 Relating to Terminating Certain Forms of Compensation for Named Executives. A proposal relating to terminating certain forms of compensation paid to Named Executives was rejected, with 2,054,452,277 votes cast against, 195,831,157 votes cast for, 32,231,868 votes abstained and 424,091,144 broker non-votes.

Proposal 6 Relating to Limiting the Number of Employees Appointed as Directors. A proposal relating to limiting the number of employees appointed as Board members was rejected, with 2,038,992,910 votes cast against, 210,142,909 votes cast for, 33,379,483 votes abstained and 424,091,144 broker non-votes.

Proposal 7 Relating to the Company Reporting on Greenhouse Gas Emissions. A proposal relating to the Company reporting greenhouse gas emissions was rejected, with 2,052,851,039 votes cast against, 134,013,956 votes cast for, 95,650,307 votes abstained and 424,091,144 broker non-votes.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FORD MOTOR COMPANY

(Registrant)

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Date: August 30, 2004

By: /s/James C. Gouin

James C. Gouin

Vice President and Controller

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EXHIBIT INDEX

| Designation | Description | Method of Filing |
|--------------|-------------------------------------|------------------------|
| ----- | ----- | ----- |
| Exhibit 31.1 | Rule 15d-14(a) Certification of CEO | Filed with this filing |
| Exhibit 31.2 | Rule 15d-14(a) Certification of CFO | Filed with this filing |
| Exhibit 32.1 | Section 1350 Certification of CEO | Filed with this filing |
| Exhibit 32.2 | Section 1350 Certification of CFO | Filed with this filing |

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