

Edgar Filing: THORNTON JOHN L/NY - Form 4

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.