

FORD EDSEL B II
Form 4
December 02, 2004

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FORD EDSEL B II

(Last) (First) (Middle)

FORD MOTOR COMPANY, ONE
AMERICAN ROAD

(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
 Officer (give title below) Other (specify below)

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

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)
Common Stock, \$0.01 par value				(A) or (D) Price	2,005,824	D	
Common Stock, \$0.01 par value				(A) or (D) Price	15,760	I	By Company Plan
Common Stock, \$0.01 par value				(A) or (D) Price	24,321	I	By Spouse ⁽¹⁾

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Common Stock, \$0.01 par value	16,035	I	By Spouse as Custodian <u>(2)</u>
Common Stock, \$0.01 par value	343,421	I	By Trust-Children <u>(3)</u>
Common Stock, \$0.01 par value	131,683	I	Conservatorship <u>(4)</u>
Common Stock, \$0.01 par value	37,555	I	Custodian <u>(5)</u>
Class B Stock, \$0.01 par value	32,508	I	By Spouse <u>(1)</u>
Class B Stock, \$0.01 par value	28,474	I	By Spouse as Custodian <u>(2)</u>
Class B Stock, \$0.01 par value	2,326,660	I	By Voting Trust <u>(6)</u>
Class B Stock, \$0.01 par value	424,824	I	By Voting Trust - Children <u>(7)</u>
Class B Stock, \$0.01 par value	162,480	I	Conservatorship <u>(4)</u>
Class B Stock, \$0.01 par value	50,196	I	Custodian <u>(5)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Price of Derivative Security (Instr. 5)			
				Code	V	(A)	(D)				
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Ford Stock Units	(8)	12/01/2004		A(8)		90	(8)	(8)	Common Stock, \$0.01 par value	90	(8)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORD EDSEL B II FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126		X		

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) I disclaim beneficial ownership of these shares owned by my wife.

(2) I disclaim beneficial ownership of these shares held by my wife as custodian for my children.

(3) I am the trustee of these trusts for two of my children. I disclaim beneficial ownership of these shares.

(4) I disclaim beneficial ownership of these shares which are held by me as conservator for one of my children.

(5) These shares are held by me as custodian for one of my children. I disclaim beneficial ownership of these shares.

(6) I am one of five trustees of the voting trust. As shown, it holds 2,326,660 shares of Class B Stock for my benefit. I disclaim beneficial ownership of any other shares of Class B Stock in said voting trust.

(7)

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I am one of five trustees of the voting trust. As shown, it holds 424,824 shares of Class B Stock for the benefit of two of my children. I disclaim beneficial ownership of these shares.

- (8) These Ford Stock Units result from dividend equivalents credited to my account by the Company, without payment by me, under the Company's Deferred Compensation Plan for Non-Employee Directors. In general, these Ford Stock Units will be converted and distributed to me, 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.

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.