

FORD MOTOR CO  
 Form S-8  
 March 02, 2006

**Registration No. 333-**

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

**FORM S-8**

REGISTRATION STATEMENT  
 UNDER  
 THE SECURITIES ACT OF 1933

**FORD MOTOR COMPANY**  
 (Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)      38-0549190 (IRS Employer Identification No.)

One American Road  
Dearborn, Michigan (Address of principal executive offices)      48126-1899 (Zip Code)

**1998 Long-Term Incentive Plan**  
 (Full Title of the Plan)

PETER J. SHERRY, Jr., Esq.  
 Ford Motor Company  
 P.O. Box 1899  
 One American Road  
 Dearborn, Michigan 48126-1899  
 (313) 323-2260

(Name, address and telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (a), (c)	Proposed maximum offering price per share (b)	Proposed maximum aggregate offering price (a), (c)	Amount of registration fee (d)
Common Stock, \$.01 par value	37,401,497 (a) shares	\$8.135 (b)	\$304,261,178.10 (c)	\$32,555.95 (d)

- (a) The number of shares registered includes shares of Common Stock of the Company to be offered or sold to participants pursuant to the Ford Motor Company 1998 Long-Term Incentive Plan, including but not limited to stock awards, stock options, stock appreciation rights and other stock-based awards.
- (b) Based on the market price of Common Stock of the Company on February 24, 2006, in accordance with Rule 457(c) under the Securities Act of 1933.
- (c) This amount is the assumed aggregate offering price of 37,401,497 shares of Common Stock being registered, based on the market price of the Common Stock of the Company on February 24, 2006, in accordance with Rule 457(c) under the Securities Act of 1933.
- (d) The amount is based on the proposed maximum aggregate offering price of \$304,261,178.10. See note (c).
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**1998 Long-Term Incentive Plan**

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**INCORPORATION OF CONTENTS OF PRIOR REGISTRATION STATEMENTS**

The contents of Registration Statement Nos. 333-123252, 333-115340, 333-113608, 333-105674, 333-104064, 333-87990, 333-57598, 333-37542, 333-70447 and 333-52399 are incorporated herein by reference.

**Item 8. Exhibits.**

**Exhibit 4.1** Ford Motor Company 1998 Long-Term Incentive Plan, as amended and restated as of January 1, 2003. Filed as Exhibit 10-R to Ford's Annual Report on Form 10-K for the year ended December 31, 2002 and incorporated herein by reference.

**Exhibit 4.2** Amendment to Ford Motor Company 1998 Long-Term Incentive Plan, effective as of January 1, 2006. Filed as Exhibit 10-P-1 to Ford's Annual Report on Form 10-K for the year ended December 31, 2005 and incorporated herein by reference.

**Exhibit 5** Opinion of Kathryn S. Lamping, an Assistant Secretary and Managing Counsel of Ford Motor Company, with respect to the legality of the securities being registered hereunder. Filed with this Registration Statement.

**Exhibit 23** Consent of Independent Registered Public Accounting Firm. Filed with this Registration Statement.

**Exhibit 24.1** Powers of Attorney authorizing signature. Filed as Exhibit 24.1 to Registration Statement No. 333-126865 and incorporated herein by reference.

**Exhibit 24.2** Certified resolutions of Board of Directors authorizing signature pursuant to a power of attorney. Filed as Exhibit 24.2 to Registration Statement No. 333-126865 and incorporated herein by reference.

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dearborn, State of Michigan, on this 2<sup>nd</sup> day of March, 2006.

FORD MOTOR COMPANY

By: William Clay Ford, Jr.\*

**(William Clay Ford, Jr.)**

*Chairman of the Board of Directors*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
William Clay Ford, Jr.* <b>(William Clay Ford, Jr.)</b>	Director, Chairman of the Board and Chief Executive Officer (principal executive officer)	
John R. H. Bond* <b>(John R. H. Bond)</b>	Director	
Stephen G. Butler* <b>(Stephen G. Butler)</b>	Director and Chair of the Audit Committee	March 2, 2006
Kimberly A. Casiano* <b>(Kimberly A. Casiano)</b>	Director	
Edsel B. Ford II* <b>(Edsel B. Ford II)</b>	Director	
Irvine O. Hockaday, Jr.* <b>(Irvine O. Hockaday, Jr.)</b>	Director	

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
Marie-Josée Kravis* <b>(Marie-Josée Kravis)</b>	Director and Chair of the Compensation Committee	
Richard A. Manoogian* <b>(Richard A. Manoogian)</b>	Director	
Ellen R. Marram* <b>(Ellen R. Marram)</b>	Director and Chair of the Nominating and Governance Committee	
Homer A. Neal* <b>(Homer A. Neal)</b>	Director and Chair of the Environmental and Public Policy Committee	March 2, 2006
Jorma Ollila* <b>(Jorma Ollila)</b>	Director	
James J. Padilla* <b>(James J. Padilla)</b>	Director and President and Chief Operating Officer	
Carl E. Reichardt* <b>(Carl E. Reichardt)</b>	Director and Chair of the Finance Committee	
Robert E. Rubin* <b>(Robert E. Rubin)</b>	Director	

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
John L. Thornton* <b>(John L. Thornton)</b>	Director	
James C. Gouin* <b>(James C. Gouin)</b>	Vice President and Controller (principal accounting officer)	
Donat R. Leclair* <b>(Donat R. Leclair)</b>	Executive Vice President and Chief Financial Officer (principal financial officer)	March 2, 2006

\*By: /s/K. S. Lamping  
(K. S. Lamping,  
Attorney-in-Fact)

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**EXHIBIT INDEX**

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