

Edgar Filing: THORNTON JOHN L/NY - Form 4

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

- Form filed by One Reporting Person
- Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8) Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	5. Amount of (In and
Common Stock						25,
Common Stock	12/19/01	P	7,600	A	\$15.09	
Common Stock	12/19/01	P	2,400	A	\$15.08	
Common Stock	12/19/01	S	10,000	D	\$15.05	-0-
Common Stock	12/31/01	J(04)	2.310877998	D	\$15.9935	-0-
Common Stock						6.8
Common Stock						82.

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2.

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1.	Conver- sion or Exer- cise Price of	3. Trans- action Date	4. Trans- action Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Title of Derivative Security (Instr. 3)	Deriv- ative Secur- ity	Date (Month/ Day/ Year)	(Instr 8)	(Instr. 3, 4 and 5) (A) (D)	----- Date Expira- tion Date	----- Title Amount or Number of Shares
Ford Stock Units		07			07 07	Common Stock 17,349

Explanation of Responses:

01: Includes shares acquired under a dividend reinvestment program.

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 owned beneficially and directly by Goldman Sachs. Without admitting any legal obligation, Goldman Sachs will remit appropriate profits, if any, to the Company.

04: The securities reported herein as indirectly disposed of were disposed of and were owned beneficially and directly by an investment partnership of which affiliates of Goldman Sachs and GS Group serve as the general partner (the "Fund") and may be deemed to have been owned beneficially and indirectly by Goldman Sachs and GS Group. Goldman Sachs is the investment manager of the Fund. The 2.310877998 shares reported herein as indirectly disposed of represented GS Group's proportionate interest in the shares of the Issuer owned by the Fund. Without admitting any legal obligation, Goldman Sachs will remit appropriate profits, if any, to the Company.

05: Goldman Sachs and GS Group may be deemed to own beneficially and indirectly 6.824686635 shares of Common Stock, which are beneficially and directly owned by Goldman Sachs 1998 Exchange Place Fund, L.P. (the "1998 Exchange Fund"). Goldman Sachs is the investment manager of the 1998 Exchange Fund. An affiliate of Goldman Sachs and GS Group is the general partner of the 1998 Exchange Fund. The 6.824686635 shares reported herein as indirectly beneficially owned by Goldman Sachs and GS Group represents a change in GS Group's proportionate interest in the shares of the Issuer owned by the 1998 Exchange Fund.

06: Goldman Sachs and GS Group may be deemed to own beneficially and indirectly 82.886431056 shares of Common Stock, which are beneficially and directly owned by Goldman Sachs 1997 Exchange Place Fund, L.P. (the "1997 Exchange Fund"). Goldman Sachs is the investment manager of the 1997 Exchange Fund. An affiliate of Goldman Sachs and GS Group is the general partner of the 1997 Exchange Fund. The 82.886431056 shares reported herein as indirectly beneficially owned by Goldman Sachs and GS Group represents a change in GS Group's proportionate interest in the shares of the Issuer owned by the 1997 Exchange Fund.

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07: 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.

By: s/ Roger S. Begelman

January 10, 2002

**Signature of Reporting Person
Attorney-in-fact

Date

** Intentional misstatements or omissions of facts constitute Federal 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.