

BALLARD POWER SYSTEMS INC
Form SC 13D/A
February 01, 2008

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

BALLARD POWER SYSTEMS INC

(Name of Issuer)

Common Shares

(Title of Class of Securities)

05858H 10 4

(CUSIP Number)

Corey MacGillivray
Ford Motor Company
One American Road, Rm. 1034
Dearborn, Michigan 48126
Tel: (313) 845-4932

(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

January 31, 2008

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box o.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities and for any subsequent amendment containing the information which would alter

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- 1 Name of Reporting Persons
Ford Motor Company
- 2 Check the Appropriate Box if a Member of a Group (a) S
(b) £
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
N/A
- 5 Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) £
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
- 0
- 8 Shared Voting Power
- 0
- 9 Sole Dispositive Power
- 0
- 10 Shared Dispositive Power
- 0
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
0
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) £
- 13 Percent of Class Represented by Amount in Row (11)
0%
- 14 Type of Reporting Person (See Instructions)
CO
-

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- 1 Name of Reporting Person
Ford Global Technologies, LLC
- 2 Check the Appropriate Box if a Member of a Group (a) S
(b) £
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
N/A
- 5 Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) £
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- NUMBER OF
SHARES 8 Shared Voting Power
- BENEFICIALLY
OWNED 9 Sole Dispositive Power
- BY EACH
REPORTING PERSON 10 Shared Dispositive Power
- WITH 0
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person 0
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) £
- 13 Percent of Class Represented by Amount in Row (11)
0%
- 14 Type of Reporting Person (See Instructions)
OO
-

The Schedule 13D filed by Ford Motor Company and Ford Global Technologies, Inc. on April 20, 1998, as amended by Amendment Number 1 to Schedule 13D filed by Ford Motor Company and Ford Global Technologies, Inc. dated December 10, 2001, as amended by Amendment Number 2 to Schedule 13D filed by Ford Motor Company and Ford Global Technologies, LLC dated January 18, 2005, as amended by Amendment Number 3 to Schedule 13D filed by Ford Motor Company and Ford Global Technologies, LLC dated August 31, 2005, and as amended by Amendment Number 4 to Schedule 13D filed by Ford Motor Company and Ford Global Technologies, LLC dated November 7, 2007, is amended as hereinafter provided.

Item 1. Security and Issuer.

This Schedule 13D relates to the Ballard Common Shares (the "Ballard Common Shares") of Ballard Power Systems Inc. ("Ballard"), a corporation incorporated under the Canada Business Corporation Act whose principal executive offices are located at 4343 North Fraser Way, Burnaby, British Columbia, Canada V5J 5J9.

Item 4. Purpose of Transaction.

Ford initially acquired Ballard Common Shares in order to participate in a global alliance with Ballard and Daimler AG for the development, marketing and sale of fuel cell engines and related technology.

On November 7, 2007, Ford entered into a Restructuring Agreement (the "Restructuring Agreement") with Ballard and Daimler AG pursuant to which Ballard agreed to transfer to Ford and Daimler AG certain joint intellectual property rights related to the automotive business and cash. Pursuant to the Restructuring Agreement, Ballard has incorporated a new British Columbia corporation and has transferred certain assets and liabilities, as well as personnel related to Ballard's automotive business, to the new company. As of January 31, 2008, the date the transaction was consummated, the new company is owned 50.1% by Daimler AG, 30.0% by Ford and 19.9% by Ballard. As part of this transaction, Ford sold to Ballard all of its Ballard Common Shares and its Class C Shares of DBF Pref Share Holdings, Inc., a company which holds the Class A share and Class B share of Ballard. Also as of January 31, 2008, Daimler AG sold all of its Ballard Common Shares and its Class A Shares of DBF Pref Share Holdings, Inc. to Ballard. Ford and Ford Global Technologies, LLC ("FGTL") ceased to own any Ballard Common Shares on January 31, 2008. In addition, Ford's and FGTL's rights under the global alliance to appoint certain members of the Board of Directors of Ballard ceased on January 31, 2008.

Future Plans

At the present time, Ford does not have any other plans or proposals that relate to or would result in actions or circumstances identified in Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) – (b)

As a result of the consummation of the transaction described in Item 4 above, neither Ford nor FGTL own any direct legal or beneficial ownership interest in any Ballard Common Shares. Neither Ford nor FGTL have the power to vote or direct the vote of any Ballard Common Shares.

(c)

None of the persons named in response to paragraph (a) – (b) above have effected any transactions in the Ballard Common Shares during the past 60 days.

(d)

Not applicable.

(e)

Ford and FGTL ceased to own any Ballard Common Shares on January 31, 2008.

Item 6. Contracts, Arrangements, Undertakings or Relationships With Respect to Securities of the Issuer.

See Item 4 above with regard to the Restructuring Agreement. A copy of the Restructuring Agreement is attached as Exhibit 1 to Amendment Number 4 to the Schedule 13D filed by Ford and FGTL dated November 7, 2007 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

The following documents are appended hereto as Exhibits:

Designation	Description	Method of Filing
Exhibit 1	Restructuring Agreement	Filed as Exhibit 1 to Amendment Number 4 to the Schedule 13D filed by Ford Motor Company and Ford Global Technologies, LLC dated November 7, 2007 and incorporated herein by reference.

SIGNATURE

After reasonable inquiry and to my best knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of February 1, 2008.

FORDMOTOR COMPANY

FORDGLOBAL TECHNOLOGIES, LLC

By: /s/ Peter J. Sherry, Jr.

By: /s/ Rebecca Burtless-Creps

Name: Peter J. Sherry, Jr.

Name: Rebecca Burtless-Creps

Title: Secretary

Title: Assistant Secretary
