



5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e) \_\_\_\_\_

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER  
SHARES 1,900,000 shares of Common Stock, par value \$2.50 per share  
BENEFICIALLY ("Common Stock")

OWNED BY 8 SHARED VOTING POWER  
EACH None

REPORTING 9 SOLE DISPOSITIVE POWER  
PERSON WITH 1,900,000 shares of Common Stock

10 SHARED DISPOSITIVE POWER  
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,900,000 shares of Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
\_\_\_\_\_

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.8%

14 TYPE OF REPORTING PERSON\*  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. Security and Issuer.

[Pursuant to Rule 13d-2(c), the following information is restated in its entirety from Item 1 of Ford Motor Company's Schedule 13D dated July 16, 1990 (the "Initial Schedule 13D") relating to its initial acquisition of the Common Stock of Cummins Engine Company, Inc. (the "Issuer").]

This statement relates to the Common Stock of Cummins Engine Company, Inc., whose principal executive offices are located at 500 Jackson Street, Columbus, Indiana 47202-3005.

Item 2. Identity and Background.

[Pursuant to Rule 13d-2(c), the following information is restated in its entirety from Item 2 of the Initial Schedule 13D.]

This statement is filed by Ford Motor Company, a Delaware corporation ("Ford"). The principal executive offices of Ford are located at The American Road, Dearborn, Michigan 48121.

The principal business of Ford and its consolidated subsidiaries consists of the manufacture, assembly and sale of cars and trucks and related parts and accessories. In the United States, Ford markets cars and trucks in various price classes and body styles. Ford also is engaged in the financial services business, including financing and insurance, savings and loan operations and vehicle and equipment leasing. In addition, Ford manufactures, assembles and sells farm and industrial tractors and markets related farm, industrial and construction equipment. Outside the United States, cars and trucks are manufactured or assembled by subsidiaries of Ford in Germany, Great Britain, Canada, Spain, Australia, Argentina, Brazil, Mexico, Venezuela and certain other countries. Tractors and construction equipment parts and components are manufactured by Ford subsidiaries in Great Britain, Belgium, Brazil and France for assembly in these and certain other countries. The automotive and tractor and equipment products of Ford and its subsidiaries are sold in most of the markets of the free world.

Information concerning the executive officers and directors of Ford is set forth in Attachment I and Attachment II hereto, which are incorporated by reference in this statement as if fully set forth herein. The business address of each such officer except Mr. Hayden is c/o Ford Motor Company, The American





the date hereof which relate to or would result in:

- (a) the acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
- (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- (d) any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) any material change in the present capitalization or dividend policy of the Issuer;
- (f) any other material change in the Issuer's business or corporate structure;
- (g) changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- (h) causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g) (4) of the Securities Exchange Act of 1934; or
- (j) any action similar to any of these enumerated above.

[The following information is furnished as part of Ford's Amendment No. 1 to the Initial Schedule 13D and supplements the information set forth under Item 4 of the Initial Schedule 13D restated above.]

In 1993, the Issuer effected a 2-for-1 stock split in the form of a 100% stock dividend, thereby increasing the number of shares of Common Stock of the Issuer owned by Ford to 3,200,000 shares from 1,600,000 shares.

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On January 3, 1997, the Issuer repurchased from Ford, at a price of \$44.25 per share, 1,300,000 shares of Common Stock of the Issuer owned by Ford. As a result of this transaction, which reduced the percentage of the issued and outstanding Common Stock of the Issuer beneficially owned by Ford to 4.8%, the Investment Agreement terminated by its terms, except to the extent that certain provisions thereof survive termination as provided in Section 5.1 thereof. In addition, on July 16, 1996, the Stock Option Agreement, under which the Issuer had granted Ford an option to purchase 1,480,702 shares of the Issuer's Common Stock, expired by its terms.

Item 5. Interest in Securities of the Issuer.

[Pursuant to Rule 13d-2(c), the following information is restated in its entirety from Item 2 of the Initial Schedule 13D.]

(a) The Series F Preference Stock is, and the Common Stock into which it will convert will be, beneficially owned by Ford. The 1,600,000 shares of Common Stock issuable to Ford upon conversion of the Series F Preference Stock represent 10.8% of the issued and outstanding Common Stock as of July 10, 1990, after giving effect to conversion of the Series T and Series K Convertible Preference Stock issued to Tenneco and Kubota, respectively, as of July 16, 1990, and the issuance of Common Stock under the Agreement, dated as of July 16, 1990, between the Issuer and J.I. Miller, X. Miller and C.M. Tangeman. Assuming all such conversions and issuances of Common Stock, Ford's 1,600,000 shares of Common Stock, when added to the 1,480,702 shares of Common Stock that Ford has an option to purchase from the Issuer under the Stock Option Agreement, represent 18.9% of the Issuer's issued and outstanding Common Stock as of July 10, 1990. To the best knowledge of Ford, none of the individuals identified in Attachments I and II owns beneficially any shares of the Issuer's Common Stock.

(b) Upon conversion of the Series F Preference Stock, and upon exercise of the option set forth in the Stock Option Agreement, Ford will have the sole power to vote and the sole power to dispose of all of the shares of Common Stock beneficially owned by Ford.

(c) In the past 60 days, neither Ford nor, to the best knowledge of Ford, any of the individuals identified in Attachments I and II, has engaged in any transaction in the classes of securities covered by this statement except for the transaction herein reported on.

(d) No person other than Ford has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of the Issuer herein reported on.

(e) Not applicable.

[The following information is furnished as part of Ford's Amendment No. 1 to the Initial Schedule 13D and supplements the information set forth under Item 5 of the Initial Schedule 13D restated above.]

(a) As of the date of this Amendment No. 1 to the Initial Schedule 13D, Ford is the beneficial owner of 1,900,000 shares of Common Stock of the Issuer, which represents 4.8% of the issued and outstanding Common Stock of the Issuer.

(b) Ford has the sole power to vote or direct the vote of all 1,900,000 shares of the Issuer's Common Stock owned by Ford as of the date of this Amendment No. 1 to the Initial Schedule 13D and the sole power to dispose or to direct the disposition of such shares.

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(c) Neither Ford nor, to the knowledge of Ford, any current executive officer or director of Ford has had any transactions in the Common Stock of the Issuer within the past 60 days.

(d) No person other than Ford has the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale by Ford of, the 1,900,000 shares of the Issuer's Common Stock herein reported on.

(e) On January 3, 1997, Ford ceased to be the beneficial owner of more than five percent of the issued and outstanding Common Stock of the Issuer.

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

[Pursuant to Rule 13d-2(c), the following information is restated in its entirety from Item 2 of the Initial Schedule 13D.]

Except as described in Item 4 above and as set forth in the Investment Agreement and the Stock Option Agreement which are attached hereto and incorporated herein, neither Ford nor, to the best knowledge of Ford, any of the individuals identified in Attachments I and II, has any contract, arrangement, understanding or relationship with any person with respect to any securities of the Issuer.

Item 7. Exhibits.

[Pursuant to Rule 13d-2(c), the following information is restated in its entirety from Item 2 of the Initial Schedule 13D.]

1. Investment Agreement, dated July 16, 1990, between Ford and the Issuer.
2. Stock Option Agreement, dated July 16, 1990, between Ford and the Issuer.
3. Amendment No. 4, dated as of July 13, 1990, to the Rights Agreement, dated as of September 9, 1986, between Issuer and the Rights Agent.

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

Dated: January 3, 1997

FORD MOTOR COMPANY

By: /s/J. M. Rintamaki

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J. M. Rintamaki  
Secretary