Delphi Automotive PLC Form 4 December 01, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 * **GUPTA RAJIV**

> (First) (Middle)

(Street)

(State)

5725 DELPHI DRIVE

(Last)

(City)

1.Title of

Security

(Instr. 3)

TROY, MI 48098

2. Issuer Name and Ticker or Trading

Symbol

Delphi Automotive PLC [DLPH]

3. Date of Earliest Transaction (Month/Day/Year) 11/26/2014

Code

(Instr. 8)

4. If Amendment, Date Original Filed(Month/Day/Year)

4. Securities

Form filed by More than One Reporting Person

Beneficially

below)

Issuer

X Director

Applicable Line)

Officer (give title

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of TransactionAcquired (A) or Securities

> Disposed of (D) (Instr. 3, 4 and 5)

Owned Following Reported (A)

Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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.

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

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

(Month/Day/Year)

(Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

3. Transaction Date 3A. Deemed Execution Date, if (Month/Day/Year)

4 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. **Underlying Securities** (Instr. 3 and 4)

1

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OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

X Form filed by One Reporting Person

(Check all applicable)

0.5

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

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Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (D) Date Expiration Title (A) Amount Exercisable Date Number of Shares Dividend

Α

8.1525

(1)

Ordinary

Shares

8.1525

(1)

Reporting Owners

<u>(1)</u>

Reporting Owner Name / Address Relationships

11/26/2014

Director 10% Owner Officer Other

GUPTA RAJIV 5725 DELPHI DRIVE X TROY, MI 48098

Signatures

Equivalent

Right

/s/ David M. Sherbin, Attorney-in-fact for Rajiv L.
Gupta 12/01/2014

**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) The dividend equivalent rights accrued with respect to an outstanding award of restricted stock units. Each dividend equivalent right is the economic equivalent of one ordinary share.

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.

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