Delphi Automotive PLC Form 4 April 24, 2015

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

**OMB APPROVAL** 

Estimated average burden hours per response...

5. Relationship of Reporting Person(s) to

Issuer

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

FRISSORA MARK P

1. Name and Address of Reporting Person \*

		Delphi Automotive PLC [DLPH]					(Check all applicable)					
		3. Date of Earliest Transaction (Month/Day/Year) 04/22/2015					X Director 10% Owner Officer (give title below) Other (specify below)					
			nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
TROY, MI 48098								Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	rivative Securities Acquired, Disposed of, or Beneficially Owned						
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	(Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Ordinary Shares	04/22/2015			X	30	A	\$ 0 (1)	5,176	D			
Ordinary Shares	04/22/2015			F	233	D	\$ 82.88 (2)	4,943	D			
Ordinary Shares	04/23/2015			A	1,804	A	\$ 0 (3)	6,747	D			
Ordinary Shares								25,065	I	by Mark P. Frissora Revocable Trust		

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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.

**SEC 1474** 

(9-02)

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

Title of     Derivative	2. Conversion	3. Transaction Date		4. 5. TransactionNumber		6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying		8. Price Derivati
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		of Underlying Securities (Instr. 3 and 4)		Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Right	(1)	04/22/2015		X	30	(1)	<u>(1)</u>	Ordinary Shares	30	\$ 0

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
FRISSORA MARK P	***						
5725 DELPHI DRIVE TROY, MI 48098	X						

#### **Signatures**

/s/ David M. Sherbin, Attorney-in-fact for Mark P.
Frissora

04/24/2015

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

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

equivalent right is the economic equivalent of one ordinary share.

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Settlement of dividend equivalent rights in connection with the vesting of restricted stock units. The rights accrued when and as dividends (1) were paid on the Issuer's ordinary shares and vested proportionately with the restricted stock unit to which they related. Each dividend
- (2) Shares withheld to pay tax liabilities incident to the vesting of restricted stock units and settlement of dividend equivalent rights.

Reporting Owners 2

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The Reporting Person has received restricted stock units that each represent a right to receive one ordinary share of the Issuer pursuant to (3) the Issuer's Long Term Incentive Plan, as amended and restated, and will vest in full one day before the Issuer's Annual Meeting of Shareholders in 2016.

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.