#### DONOFRIO NICHOLAS M

Form 4

August 24, 2017

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DONOFRIO NICHOLAS M Issuer Symbol Delphi Automotive PLC [DLPH] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction \_X\_\_ Director (Month/Day/Year) 10% Owner Officer (give title Other (specify 5725 DELPHI DRIVE 08/23/2017 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

|                        |                                      |                               |                  |                       |                  | 1 CISON   |                           |                         |
|------------------------|--------------------------------------|-------------------------------|------------------|-----------------------|------------------|---|---------------------------|-------------------------|
| (City)                 | (State) (Z                           | Zip) Table                    | I - Non-De       | erivative S           | ecurities A      | cquired, Disposed   | of, or Beneficia          | ly Owned                |
| 1.Title of<br>Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3.<br>Transactio | 4. SecuritinAcquired  |                  | 5. Amount of Securities                                     | 6. Ownership Form: Direct | 7. Nature of Indirect   |
| (Instr. 3)             |                                      | any<br>(Month/Day/Year)       | Code (Instr. 8)  | Disposed (Instr. 3, 4 | ` /              | Beneficially<br>Owned                                       | (D) or<br>Indirect (I)    | Beneficial<br>Ownership |
|                        |                                      |                               | Code V           | Amount                | (A) or (D) Price | Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | (Instr. 4)                | (Instr. 4)              |
| Ordinary<br>Shares     |                                      |                               |                  |                       |                  | 105,352   | D                         |                         |
| Ordinary<br>Shares     |                                      |                               |                  |                       |                  | 14,395  | I                         | By GRAT                 |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

#### Edgar Filing: DONOFRIO NICHOLAS M - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|---|---|--------------------------------------|---|---------------------------------------|---|--|--------------------|---|-------------------------------------|
|   |   |                                      |   | Code V                                | (A) (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Dividend<br>Equivalent<br>Right                     | <u>(1)</u>  | 08/23/2017                           |   | A                                     | 6.4935  | <u>(1)</u>   | <u>(1)</u>         | Ordinary<br>Shares  | 6.4935                              |

# **Reporting Owners**

| Reporting Owner Name / Address                             | Relationships |           |         |       |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|
| •  | Director      | 10% Owner | Officer | Other |  |  |  |
| DONOFRIO NICHOLAS M<br>5725 DELPHI DRIVE<br>TROY, MI 48098 | X             |           |         |       |  |  |  |

## **Signatures**

/s/ Rachel V. Friedenberg, Attorney-in-fact for Nicholas M.
Donofrio

08/24/2017

\*\*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.

Reporting Owners 2