

Delphi Automotive PLC
Form 4
February 19, 2015

FORM 4

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

OMB APPROVAL

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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 *
Abulaban Majdi

(Last) (First) (Middle)
5725 DELPHI DRIVE
(Street)

TROY, MI 48098

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Delphi Automotive PLC [DLPH]

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP& President Packard EEA

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares	02/17/2015		X		600	A	\$ 0 (1)
Ordinary Shares	02/17/2015		A		7,043	A	\$ 0 (2)
Ordinary Shares	02/17/2015		F		11,182	D	\$ 78.7 (3)
Ordinary Shares	02/18/2015		A		5,070	A	\$ 0 (4)
Ordinary Shares	02/18/2015		A		15,212	A	\$ 0 (5)

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Ordinary Shares	02/18/2015	A	36,216	A	\$ 0 (6)	129,997	D
Ordinary Shares	02/18/2015	A	36,217	A	\$ 0 (7)	166,214	D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative 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 Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Dividend Equivalent Right	(1)	02/17/2015		X	600	(1)	(1)	Ordinary Shares	600	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abulaban Majdi 5725 DELPHI DRIVE TROY, MI 48098			SVP& President Packard EEA	

Signatures

/s/ David M. Sherbin, Attorney-in-fact for Majdi Abulaban 02/19/2015

__Signature of Reporting Person

Date

Explanation of Responses:

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

** 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 equivalent right is the economic equivalent of one ordinary share.
 - (2) Additional ordinary shares acquired in connection with achievement in excess of target of specified performance criteria for the 2012 through 2014 performance period.
 - (3) Shares withheld to pay tax liabilities incident to the vesting of restricted stock units and settlement of dividend equivalent rights.
 - (4) The shares will vest in three equal installments beginning on the first anniversary of the date of grant.
 - (5) Each performance share represents a contingent right to receive an ordinary share of Delphi Automotive PLC, and will vest based upon the achievement of specified performance criteria, with a performance period from January 1, 2015 to December 31, 2017.
 - (6) The shares will vest in full on the fourth anniversary of the date of grant.
 - (7) Each performance share represents a contingent right to receive an ordinary share of Delphi Automotive PLC, and will vest based upon the achievement of specified performance criteria, with a performance period of January 1, 2015 to December 31, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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