

Delphi Automotive PLC  
 Form 4  
 February 19, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
 SPENCER JAMES A

(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)

EVP, Operations

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		3,118	A	\$ 0 (1)
Ordinary Shares	02/17/2015		A		22,099	A	\$ 0 (2)
Ordinary Shares	02/17/2015		F		61,741	D	\$ 78.7 (3)
Ordinary Shares	02/18/2015		A		6,156	A	\$ 0 (4)
Ordinary Shares	02/18/2015		A		18,471	A	\$ 0 (5)

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

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SEC 1474  
(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. Pr Deri Secu (Inst	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Dividend Equivalent Right	<u>(1)</u>	02/17/2015		X	3,118	<u>(1)</u>	<u>(1)</u>	Ordinary Shares	3,118

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPENCER JAMES A 5725 DELPHI DRIVE TROY, MI 48098			EVP, Operations	

## Signatures

/s/ David M. Sherbin, Attorney-in-fact for James A. Spencer 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.

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- (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.

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.