

Delphi Automotive PLC  
 Form 4  
 February 22, 2017

**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 \*  
 Butterworth Liam

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

TROY, MI 48070

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/17/2017

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, Powertrain

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares	02/17/2017		X		628	A	\$ 0 <sup>(1)</sup>
Ordinary Shares	02/17/2017		A		8,152	A	\$ 0 <sup>(2)</sup>
Ordinary Shares	02/17/2017		F		10,948	D	\$ 75.46 <sup>(3)</sup>
Ordinary Shares	02/22/2017		S <sup>(4)</sup>		12,533	D	\$ 75.8943 <sup>(5)</sup>
Ordinary Shares	02/22/2017		S <sup>(4)</sup>		1,467	D	\$ 76.4309

(6)

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 Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Dividend Equivalent Right	(1)	02/17/2017		X	628	(1)	(1)	Ordinary Shares	628	\$ 0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Butterworth Liam 5725 DELPHI DRIVE TROY, MI 48070			SVP & President, Powertrain	

## Signatures

/s/ Rachel V. Friedenber, Attorney-in-fact for Liam Butterworth 02/22/2017

\_\_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).

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.

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- (2) Additional ordinary shares acquired in connection with achievement in excess of target of specified performance criteria for the 2014-2016 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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 9, 2016.

(5) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$75.41 to \$76.40, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.

(6) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$76.41 to \$76.49, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.

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.