Delphi Automotive PLC Form 4 February 22, 2017

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Delphi Automotive PLC [DLPH]

3. Date of Earliest Transaction

**OMB APPROVAL OMB** 

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

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

obligations

**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 may continue.

Symbol

See Instruction 1(b).

(Last)

(Print or Type Responses)

**OWENS JEFFREY J** 

1. Name and Address of Reporting Person \*

(First)

(Middle)

5725 DELPHI DRIVE			(Month/Day/Year) 02/17/2017				Director 10% Owner _X_ Officer (give title Other (specify below)  EVP & Chief Technology Officer			
		endment, 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) <b>Table</b>			le I - Non-I	Derivative :	Securi	ities Acqu	uired, 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. Transactic Code (Instr. 8)	(A) or		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	02/17/2017		X	865	A	\$ 0 (1)	47,651	D		
Ordinary Shares	02/17/2017		A	11,720	A	\$ 0 (2)	59,371	D		
Ordinary Shares	02/17/2017		F	12,779	D	\$ 75.46 (3)	46,592	D		
Ordinary Shares							132,763	I	Jeffrey J. Owens Rev 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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. Number			7. Title and Amount of Underlying		8. Pric Deriva
Security (Instr. 3)	or Exercise Price of Derivative Security	(Monday Day) Teal)	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		Securities		Securit (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Right	(1)	02/17/2017		X	865	<u>(1)</u>	<u>(1)</u>	Ordinary Shares	865	\$ (

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

OWENS JEFFREY J 5725 DELPHI DRIVE TROY, MI 48098

**EVP & Chief Technology Officer** 

## **Signatures**

/s/ Rachel V. Friedenberg, Attorney-in-fact for Jeffrey J.

Owens 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.
- (2) Additional ordinary shares acquired in connection with achievement in excess of target of specified performance criteria for the 2014-2016 performance period.

Reporting Owners 2

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(3) Shares withheld to pay tax liabilities incident to the vesting of restricted stock units and settlement of dividend equivalent rights.  Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, <i>see</i> 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.