

Delphi Automotive PLC
Form 4
February 19, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title below) ____ Other (specify below)

EVP, Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Ordinary Shares	02/17/2015		X	V Amount (A) or (D) Price 3,118 A \$ 0 (1)	288,940	D	
Ordinary Shares	02/17/2015		A	22,099 A \$ 0 (2)	311,039	D	
Ordinary Shares	02/17/2015		F	61,741 D \$ (3)	249,298	D	
Ordinary Shares	02/18/2015		A	6,156 A \$ 0 (4)	255,454	D	
Ordinary Shares	02/18/2015		A	18,471 A \$ 0 (5)	273,925	D	

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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. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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.

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