DELPHI CORP Form 4 April 15, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **ROBINSON LOGAN G ESO**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol DELPHI CORP [DPH]

(Last)

(First)

(Check all applicable)

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 04/15/2005

Director 10% Owner Other (specify X_ Officer (give title

DELPHI CORPORATION, 5725 DELPHI DRIVE

4. If Amendment, Date Original

VP. and General Counsel 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

TROY, MI 48098

(City) (State) (Zip)

(Street)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T)

Transaction(s)

Ownership (Instr. 4) (Instr. 4)

(A) Code V Amount (D) Price

(Instr. 3 and 4)

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

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) Disposed of (I (Instr. 3, 4, an	D)))			
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (1)	<u>(2)</u>	04/15/2005	04/15/2005	D	7,158.614		<u>(1)</u>	<u>(1)</u>	Common Stock	7,158.614

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROBINSON LOGAN G ESQ DELPHI CORPORATION 5725 DELPHI DRIVE TROY, MI 48098

VP. and General Counsel

Signatures

Logan G. 04/15/2005

**Signature of Date
Reporting Person

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).

Payment of cash value of notional common stock units of the issuer previously acquired by the reporting person pursuant to the issuer's Executive Deferred Compensation Plan, a multi-fund deferred compensation plan pursuant to which eligible executives could elect to defer receipt of all or a portion of eligible bonus compensation. As previously disclosed, on February 8, 2005 the Compensation

- Committee of the Boad of Directors terminated the plan. The value of amounts deferred and denominated as notional common stock units was determined, in accordance with the terms of the plan, by reference to the closing price of shares of issuer common stock on February 28, 2005 and became payable to the reporting person on April 15, 2005.
- **(2)** 1 for

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.

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