

DELPHI CORP
Form 4
July 21, 2005

FORM 4

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

OMB APPROVAL

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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 *
BATTENBERG JT III

(Last) (First) (Middle)
**DELPHI CORPORATION, 5725
DELPHI DRIVE**

(Street)

TROY, MI 48098

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DELPHI CORP [DPH]

3. Date of Earliest Transaction
(Month/Day/Year)
07/20/2005

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)
Retired Chairman & CEO

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 | | | |
| Common Stock | 07/20/2005 | 07/21/2005 | F | 131,241 D \$ 5.13 | 809,577 ⁽¹⁾ | D | |
| Common Stock | 07/20/2005 | 07/21/2005 | A ⁽²⁾ | 0 ⁽²⁾ A \$ 0 ⁽²⁾ | 0 | I | 401(k) Plan ⁽³⁾ |
| Common Stock | 07/20/2005 | 07/21/2005 | A | 0 ⁽⁴⁾ A \$ 0 ⁽⁴⁾ | 3,830 | I | Family Trust ⁽⁵⁾ |

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

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number.

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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BATTENBERG JT III DELPHI CORPORATION 5725 DELPHI DRIVE TROY, MI 48098 | X | | Retired Chairman & CEO | |

Signatures

J.T. Battenberg, III, by: Marjorie Harris Loeb, pursuant to Power of Attorney

07/21/2005

__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).

- Includes shares of restricted stock, which earn dividend equivalents in the form of additional shares as and when dividends are paid on the issuer's Common Stock and which are subject to vesting over time and forfeiture upon the occurrence of certain events. In accordance with the terms of Delphi's long-term compensation plan, previously granted awards of restricted stock (all of which have been previously reported) that have been outstanding for 12 months or longer, vest upon retirement. On July 20th, the reporting person had shares withheld from the distribution of vested shares to satisfy withholding taxes. Total holdings include shares of stock acquired as a result of all previously reported awards, dividend equivalents earned through the date of this report on such prior awards, and any other holdings of common stock held directly by the reporting person.
- (1) reported) that have been outstanding for 12 months or longer, vest upon retirement. On July 20th, the reporting person had shares withheld from the distribution of vested shares to satisfy withholding taxes. Total holdings include shares of stock acquired as a result of all previously reported awards, dividend equivalents earned through the date of this report on such prior awards, and any other holdings of common stock held directly by the reporting person.
 - (2) Not applicable. No transaction has taken place. See footnote No. 3.
 - (3) Shares held in trust under Delphi Stock Savings Plan, State Street Bank as trustee, and invested in the Delphi Stock Fund, an investment option under the 401(k) Plan. Balance is as of June 30, 2005, the date of the last quarterly statement.
 - (4) Not applicable. No transaction has taken place. See footnote No. 5.
 - (5)

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Of the total, 2,830 shares are held by a trust for the benefit of the reporting person's parents and 1,000 shares are owned by the mother of the reporting person's spouse and over which such spouse retains a power of attorney. The reporting person disclaims beneficial ownership of these securities.

Remarks:

Mr. Battenberg retired effective July 1, 2005.

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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