

MERRILL LYNCH INTERNATIONAL
 Form 3/A
 January 05, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â MERRILL LYNCH & CO INC | | | (Month/Day/Year) 12/18/2006 | DELPHI CORP [DPHIQ.PK] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 4 WORLD FINANCIAL CENTER,Â 250 VESEY STREET | | | (Check all applicable) | | 12/18/2006 |
| (Street) | | | ___ Director <input checked="" type="checkbox"/> 10% Owner | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NEW YORK,Â NYÂ 10080 | | | ___ Officer ___ Other | | ___ Form filed by One Reporting Person |
| (City) | (State) | (Zip) | (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.01 per share (the "Common Stock") | 1,475,680 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------|--------------|--|
|---|---|--|---------------|--------------|--|

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| (Month/Day/Year) | Derivative Security (Instr. 4) | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---------------------|-----------------------------------|---|--|------------|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MERRILL LYNCH & CO INC 4 WORLD FINANCIAL CENTER 250 VESEY STREET NEW YORK, NY 10080 | ^ | ^ X | ^ | ^ |
| MERRILL LYNCH PIERCE FENNER & SMITH INC C/O MERRILL LYNCH & CO., INC. 4 WORLD FINANCIAL CENTER, 250 VESEY ST NEW YORK, NY 10080 | ^ | ^ X | ^ | ^ |
| MERRILL LYNCH FINANCIAL MARKETS, INC C/O MERRILL LYNCH & CO., INC. 4 WORLD FINANCIAL CENTER, 250 VESEY ST. NEW YORK, NY 10080 | ^ | ^ X | ^ | ^ |
| MERRILL LYNCH BANK & TRUST CO FSB C/O MERRILL LYNCH & CO., INC. 4 WORLD FINANCIAL CENTER, 250 VESEY ST. NEW YORK, NY 10080 | ^ | ^ X | ^ | ^ |
| MERRILL LYNCH INTERNATIONAL C/O MERRILL LYNCH & CO., INC. 4 WORLD FINANCIAL CENTER, 250 VESEY ST. NEW YORK, NY 10080 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| /s/ Cara Londin, Assistant Secretary of Merrill Lynch & Co., Inc. | 01/05/2007 |
| __Signature of Reporting Person | Date |
| /s/ Cara Londin, Assistant Secretary of Merrill Lynch, Pierce, Fenner & Smith Incorporated | 01/05/2007 |
| __Signature of Reporting Person | Date |
| /s/ Jonathan Beebe, Senior Vice President of Merrill Lynch Financial Markets, Inc. | 01/05/2007 |
| __Signature of Reporting Person | Date |
| /s/ Jennifer Marre, First Vice President of Merrill Lynch Bank & Trust Co., FSB | 01/05/2007 |
| __Signature of Reporting Person | Date |
| /s/ Andrew Briski, Managing Director of Merrill Lynch International | 01/05/2007 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) This statement is being filed to amend the original statement of beneficial ownership on Form 3 (the "Original Form 3") filed by the Reporting Persons on December 28, 2006. The Original Form 3 reported ownership of 14,779 shares of Common Stock in which the Reporting Persons had no pecuniary interest; this amendment is being filed to report only the shares of Common Stock in which one or more of the Reporting Persons have a pecuniary interest.

(2) This statement is being filed by Merrill Lynch & Co., Inc. ("ML&Co."), Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S"), Merrill Lynch Financial Markets, Inc. ("MLFM"), Merrill Lynch Bank & Trust Co., FSB ("MLTFSB") and Merrill Lynch International ("MLI") (collectively, the "Reporting Persons"). The shares of Common Stock in which one or more Reporting Persons have a pecuniary interest that are held directly by the Reporting Persons as follows: ML&Co. - none; MLPF&S - 1,475,000 shares of Common Stock; MLFM - 515 shares of Common Stock; MLTFSB - none; and MLI - 165 shares of Common Stock. MLPF&S and MLFM are each direct wholly owned subsidiaries of ML&Co. MLI and MLTFSB are indirect wholly owned subsidiaries of ML&Co.

(3) On December 18, 2006, MLPF&S entered into the Plan Framework Support Agreement, by and among Delphi Corporation, General Motors Corporation, Appaloosa Management L.P., Cerberus Capital Management, L.P., Harbinger Capital Partners Master Fund I, Ltd., MLPF&S and UBS Securities LLC (the "Plan Framework Support Agreement"). The parties to the Plan Framework Support Agreement may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, that beneficially owns more than 10% of the outstanding shares of the Common Stock. As a result of the relationship between MLPF&S, a party to the Plan Framework Support Agreement, and the other Reporting Persons, such other Reporting Persons may be deemed to be part of such group.

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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