

BATTENBERG JT III  
Form 4  
January 04, 2005

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BATTENBERG JT III**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**01/03/2005**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman, Chief Executive Offi**

(Street)  
**TROY, MI 48098**

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Ownership (Instr. 4) |                        |   |                             |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------------|---|-----------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |                        |   |                             |
| Common Stock                    | 01/03/2005                           | 01/03/2005   | F                              |   | 13,378  | D  | \$ 8.93                           | 891,718 <sup>(1)</sup> | D |                             |
| Common Stock                    | 01/03/2005                           | 01/03/2005   | A <sup>(2)</sup>               |   | 0 <sup>(2)</sup>  | A  | \$ 0 <sup>(2)</sup>               | 4,601                  | I | 401(k) Plan <sup>(3)</sup>  |
| Common Stock                    | 01/03/2005                           | 01/03/2005   | A <sup>(1)</sup>               |   | 0 <sup>(4)</sup>  | A  | \$ 0 <sup>(4)</sup>               | 3,830                  | I | Family Trust <sup>(5)</sup> |

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

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SEC 1474 (9-02)

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 Reporting 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<br>DELPHI CORPORATION<br>5725 DELPHI DRIVE<br>TROY, MI 48098 | X             |           | Chairman,<br>Chief<br>Executive Offi |       |

### Signatures

J.T. Battenberg, III, by: Diane L. Kaye, pursuant to Power of Attorney 01/04/2005

\*\*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).
- (1) 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. On January 3, 2005, the second installment of the 2002 award of restricted stock vested and the reporting person had shares withheld to pay withholding taxes. Total holdings include shares of restricted stock acquired as a result of all previously reported awards, dividend equivalents earned through the date of this report on such prior awards, and direct holdings of Common Stock which are not restricted shares.
  - (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 December 31, 2004, the date of the last quarterly statement.
  - (4) Not applicable. No transaction has taken place. See footnote No. 5.
- 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
- (5) the reporting person's spouse and over which such spouse retains a power of attorney. The reporting person disclaims beneficial ownership of these securities.

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