BATTENBERG JT III

Form 4

January 04, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2 Jasuar Nama and Tiakar or Trading

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

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

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).

Common

Common

Stock

Stock

01/03/2005

01/03/2005

(Print or Type Responses)

1. Name and Address of Reporting Person *

may continue.

See Instruction

BATTENBERG JT III			Symb	Symbol DELPHI CORP [DPH]			Issuer (Check all applicable)					
	(Last)	(First) (M	Middle) 3. Da	te of Earliest T	ransaction			(,		
				th/Day/Year)				_X_ Director		Owner		
DELPHI CORPORATION, 5725			6725 01/0	01/03/2005			_X_ Officer (give below)	below)	er (specify			
DELPHI DRIVE								Chairman, Chief Executive Offi				
(Street)			4. If <i>i</i>	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check					
			Filed	Filed(Month/Day/Year)			Applicable Line)					
TDOM MI 40000								_X_ Form filed by One Reporting Person Form filed by More than One Reporting				
TROY, MI 48098							Person					
	(City)	(State)	(Zip)	Γable I - Non-I	Derivative S	Securit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned		
	1.Title of	2. Transaction Date		3.	4. Securit		•	5. Amount of	6. Ownership			
	Security	(Month/Day/Year)	Execution Date		on(A) or Di	-		Securities	Form: Direct			
	(Instr. 3)		any (Month/Day/Ye	Code ear) (Instr. 8)	(Instr. 3,	4 and 5))	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership		
			((======================================				Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported				
						or		Transaction(s) (Instr. 3 and 4)				
	Common			Code V	Amount	(D)	Price \$,				
	Common Stock	01/03/2005	01/03/2005	F	13,378	D	э 8.93	891,718 <u>(1)</u>	D			

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

 $A^{(1)}$

 $0^{(4)}$

01/03/2005

01/03/2005

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4,601

3,830

(2)

I

Ι

401(k)

Plan (3)

Family

Trust (5)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Name la sur		
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)			,	Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
BATTENBERG JT III DELPHI CORPORATION 5725 DELPHI DRIVE TROY MI 48098	X		Chairman, Chief 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).

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,

- (1) 2005, the second installment of the 2002 award of restricted stock vested and the reporting person had shares witheld to pay witholding 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.

Reporting Owners 2

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