DELPHI CORP Form SC 13D/A April 04, 2008

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

SCHEDULE 13D/A

(Amendment No. 19)

Under the Securities Exchange Act of 1934

DELPHI CORPORATION _____

(Name of Issuer)

Common Stock, \$0.01 Par Value Per Share (Title of Class of Securities)

247126105

(CUSIP Number)

Kenneth Maiman Appaloosa Management L.P. 26 Main Street, First Floor Chatham, NJ 07928

(973) 701-7000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

> April 4, 2008 (Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

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SCHEDULE 13D

CUSIP No. 247126105

NAME OF REPORTING PERSONS Appaloosa Investment Limited Partnership I

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

	22-3220838					
2	CHECK THE APPRO	PRIATE E	BOX IF A MEMBER OF A GROUP		[X] [X](1)	
3	SEC USE ONLY					
4	SOURCE OF FUNDS OO					
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []					
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware					
NUMBER OF SHARES BENEFICIALLY OWNED		7	SOLE VOTING POWER			
PERSON	H REPORTING	8	SHARED VOTING POWER 27,716,000			
		9	SOLE DISPOSITIVE POWER 0			
		10	SHARED DISPOSITIVE POWER 27,716,000			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 101,455,448 (2)					
12	CERTAIN SHARES []					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 18.01% (2)					
14	TYPE OF REPORTING PERSON PN					

(1) Box (a) is checked with respect to the relationship of the Reporting Persons and Harbinger, Merrill, UBS, Pardus and GS as described in Item 4 and footnote (2) below. Box (b) is checked with respect to the relationship of the Reporting Persons and the New Additional Investors described in Item 4. The Reporting Persons expressly disclaim membership in a group (within the meaning of Section 13(d) of the Securities Exchange Act of 1934) with the New Additional Investors.

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(2) As a result of the December 7th Investment Agreement described in Item 4, the Reporting Persons are deemed to be the beneficial owners of shares of the Issuer's Common Stock beneficially owned by Harbinger, Merrill, UBS, Pardus and GS. Based on information filed with the Securities and Exchange Commission, Harbinger Capital Partners Master Fund I, Ltd. and its related entities beneficially own 26,450,000 shares, Merrill Lynch, Pierce, Fenner & Smith Incorporated beneficially owns 1,459,280 shares, UBS AG beneficially owns 4,420,602 shares, Pardus Special Opportunities Master Fund L.P. and its related entities beneficially own 26,400,000 shares and GS and its related entities beneficially own 15,009,566 shares.

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SCHEDULE 13D

CUSIP No. 247126105

	No. 247126105							
1	NAME OF REPORTING PERSONS Palomino Fund Ltd.							
	I.R.S. IDENTIFI 98-0150431	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY) 98-0150431						
2	CHECK THE APPRO	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
3	SEC USE ONLY							
4	SOURCE OF FUNDS OO							
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []				[]			
6	British Virgin Islands							
NUMBER OF SHARES 7 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8		7	SOLE VOTING POWER 0					
		8	SHARED VOTING POWER 24,284,000					
		9	SOLE DISPOSITIVE POWER 0					
		10	SHARED DISPOSITIVE POWER 24,284,000					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 98,023,448 (2)							
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []							
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 17.40% (2)							
14	TYPE OF REPORTING PERSON PN							

⁽¹⁾ Box (a) is checked with respect to the relationship of the Reporting Persons and Harbinger, Merrill, UBS, Pardus and GS as described in Item 4 and footnote (2) below. Box (b) is checked with respect to the relationship of the Reporting Persons and the New Additional Investors described in Item 4. The Reporting Persons expressly disclaim membership in a group (within the meaning of Section 13(d) of the Securities Exchange Act of 1934) with

the New Additional Investors.

Page 4 of 15

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SCHEDU	LE 13D							
CUSIP	No. 247126105							
1	NAME OF REPORTING PERSONS Appaloosa Management L.P.							
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY) 22-3220835							
2	CHECK THE APPROI	PRIATE E	BOX IF A MEMBER OF A GROUP		[X] [X] (1)			
3	SEC USE ONLY							
4	SOURCE OF FUNDS OO							
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []							
	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware							
NUMBER OF SHARES 7 BENEFICIALLY OWNED		7	SOLE VOTING POWER 0					
BY EAC PERSON	H REPORTING WITH	8	SHARED VOTING POWER 52,000,000					
		9	SOLE DISPOSITIVE POWER					
		10	SHARED DISPOSITIVE POWER 52,000,000					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 125,739,448 (2)							
12	CHECK IF THE AGC	GREGATE	AMOUNT IN ROW (11) EXCLUDES		[]			

13	PERCENT OF CLAS 22.31% (2)	SS REPRES	SENTED BY AMOUNT IN ROW (11)					
14	TYPE OF REPORT	ING PERSO	NC					
(1)	Persons and Harbs and footnote (2) of the Reporting 4. The Reporting	inger, Me below. E Persons Persons ection 13	respect to the relationship of the Report errill, UBS, Pardus and GS as described : Box (b) is checked with respect to the re- and the New Additional Investors describ expressly disclaim membership in a group 3(d) of the Securities Exchange Act of 1: tors.	in It elat: bed : p (w:	ionship in Item ithin			
			Page 6 of 15					
(2)	the Reporting Per the Issuer's Comm Pardus and GS. Ba Commission, Harb entities benefic & Smith Incorpora beneficially owns Fund L.P. and its	rsons are mon Stock ased on f inger Cap ially own ated bene s 4,420,6 s related	per 7th Investment Agreement described in the deemed to be the beneficial owners of a beneficially owned by Harbinger, Merrician formation filed with the Securities and pital Partners Master Fund I, Ltd. and in 26,450,000 shares, Merrill Lynch, Piero efficially owns 1,459,280 shares, UBS AG 602 shares, Pardus Special Opportunities dentities beneficially own 26,400,000 shies beneficially own 15,009,566 shares.	share ll, U d Exc ts re ce, I Mast	es of UBS, change elated Fenner			
			Page 7 of 15					
SCHED	DULE 13D							
	P No. 247126105							
1	NAME OF REPORTI Appaloosa Partr							
	I.R.S. IDENTIFE 22-3220833	ICATION N	NOS. OF ABOVE PERSON (ENTITIES ONLY)					
			BOX IF A MEMBER OF A GROUP	(b)	[X] [X](1)			
	SEC USE ONLY	SEC USE ONLY						
4	SOURCE OF FUNDS							
5		CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []						
6	CITIZENSHIP OR Delaware	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware						
BENEF BY EA	ER OF SHARES FICIALLY OWNED ACH REPORTING ON WITH		SOLE VOTING POWER 0 SHARED VOTING POWER					

			52,000,000
	9		SOLE DISPOSITIVE POWER 0
	1	0	SHARED DISPOSITIVE POWER 52,000,000
11	AGGREGATE AMOUNT BE 125,739,448 (2)	NEFIC	TALLY OWNED BY EACH REPORTING PERSON
12	CHECK IF THE AGGREG	ATE AN	MOUNT IN ROW (11) EXCLUDES
13	PERCENT OF CLASS RE	PRESEI	NTED BY AMOUNT IN ROW (11)
14	TYPE OF REPORTING P	ERSON	
(1)	Persons and Harbinger and footnote (2) belo of the Reporting Pers 4. The Reporting Pers	, Mern w. Box ons ar ons ex n 13(d	spect to the relationship of the Reporting rill, UBS, Pardus and GS as described in Item 4 (b) is checked with respect to the relationship and the New Additional Investors described in Item (pressly disclaim membership in a group (within the d) of the Securities Exchange Act of 1934) with ress.
			Page 8 of 15
(2)	the Reporting Persons the Issuer's Common S Pardus and GS. Based Commission, Harbinger entities beneficially & Smith Incorporated beneficially owns 4,4 Fund L.P. and its rel	are of tock keep on into Capit own 2 benefit 20,602 ated	To the Investment Agreement described in Item 4, deemed to be the beneficial owners of shares of peneficially owned by Harbinger, Merrill, UBS, formation filed with the Securities and Exchange and Partners Master Fund I, Ltd. and its related 26,450,000 shares, Merrill Lynch, Pierce, Fenner cially owns 1,459,280 shares, UBS AG 2 shares, Pardus Special Opportunities Master entities beneficially own 26,400,000 shares and as beneficially own 15,009,566 shares.
			Page 9 of 15
SCHE	DULE 13D		
CUSI	P No. 247126105		
1	NAME OF REPORTING P	ERSONS	
	I.R.S. IDENTIFICATI	ON NOS	S. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) [X]
(b) [X](1)

3 SEC USE ONLY

4	SOURCE OF FUNDS OO					
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []					
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America					
NUMBER OF SHARES BENEFICIALLY OWNED		7				
PERSON	H REPORTING	8	SHARED VOTING POWER 52,000,000			
		9	SOLE DISPOSITIVE POWER 0			
		10	SHARED DISPOSITIVE POWER 52,000,000			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 125,739,448 (2)					
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 22.31% (2)					
14	TYPE OF REPORTING PERSON PN					

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This Amendment No. 19 (this "Amendment") to the Schedule 13D (the "Initial Schedule 13D") initially filed on March 16, 2006 by the Reporting Persons (as defined in the Initial Schedule 13D), as amended on August 1, 2006,

August 29, 2006, December 19, 2006, January 18, 2007, March 2, 2007, March 12, 2007, May 15, 2007, July 6, 2007, July 10, 2007, July 20, 2007, July 23, 2007, August 3, 2007, November 2, 2007, November 8, 2007, November 16, 2007, December 12, 2007, March 7, 2008 and March 13, 2008 relates to the common stock, \$0.01 par value per share (the "Common Stock"), of Delphi Corporation, a Delaware corporation (the "Issuer"), and is being filed to amend the Reporting Persons' previously-filed Schedule 13D as specifically set forth below.

Certain information contained in this Schedule 13D/A relates to share ownership of persons other than the Reporting Persons. The Reporting Persons expressly disclaim any liability for any such information and for any other information provided in this Amendment that does not expressly pertain to a Reporting Person, as such term is defined in Item 2 of the Initial Schedule 13D.

Unless otherwise indicated, all capitalized terms shall have the meanings ascribed to them in the Initial Schedule 13D, and unless otherwise amended hereby, all information previously filed remains in effect.

Item 4 is hereby amended by adding the following:

On April 4, 2008 ADAH delivered a notice of termination of the EPCA, a copy of which is attached hereto as Exhibit 51.

Item 7 is amended to add the following exhibits:

51 Letter from A-D Acquisition Holdings, Inc. to Delphi Corporation dated April 4, 2008.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, ${\tt I}$ certify that the information set forth in this statement is true, complete and correct.

Dated: April 4, 2008

APPALOOSA INVESTMENT LIMITED PARTNERSHIP I

By: APPALOOSA MANAGEMENT L.P.,
Its General Partner

By: APPALOOSA PARTNERS INC.,
Its General Partner

By: /s/ David A. Tepper

Name: David A. Tepper

Title: President

PALOMINO FUND LTD.

By: APPALOOSA MANAGEMENT L.P., Its Investment Adviser

By: APPALOOSA PARTNERS INC.,

Its General Partner

By: /s/ David A. Tepper

Name: David A. Tepper

Title: President

APPALOOSA MANAGEMENT L.P.

By: APPALOOSA PARTNERS INC.,

Its General Partner

By: /s/ David A. Tepper

Name: David A. Tepper

Title: President

APPALOOSA PARTNERS INC.

By: /s/ David A. Tepper

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Name: David A. Tepper

Title: President

/s/ David A. Tepper

David A. Tepper

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EXHIBIT INDEX

51 Letter from A-D Acquisition Holdings, Inc. to Delphi Corporation dated April 4, 2008.

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