

DELPHI CORP  
Form SC TO-C  
November 18, 2003

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Schedule TO-C**  
**(Rule 13e-4)**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**

**of the Securities Exchange Act of 1934**

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**Delphi Corporation**  
*(Name of Subject Company (Issuer))*

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**Delphi Corporation**  
*(Name of Filing Person (Issuer and Offeror))*

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

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**247126105**  
*(CUSIP Number of Class of Securities)*

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**Alan S. Dawes**  
**Vice Chairman and Chief Financial Officer**  
**DELPHI CORPORATION**  
**5725 Delphi Drive**  
**Troy, Michigan 48098**  
**(248) 813-2000**

*(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)*

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*Copy to:*

**Linda E. Rappaport, Esq.**

**Shearman & Sterling LLP**  
**599 Lexington Avenue**  
**New York, New York 10022-6069**  
**(212) 848-4000**

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**CALCULATION OF FILING FEE**

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**Transaction valuation**

**Amount of filing fee**

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N/ A

N/ A

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- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/ A  
Form or Registration No.: N/ A

Filing Party: N/ A  
Date Filed: N/ A

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Delphi Corporation Press Release, dated November 18, 2003.