

BATTENBERG JT III  
Form 4  
March 03, 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)  
**03/01/2005**

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 or Price		
Common Stock	03/01/2005	03/01/2005	A		188,550 (1) \$ 6.9 (3)	D	
Common Stock	03/01/2005	03/01/2005	A(3)		\$ 0 (3) 4,601	I	401(k) Plan (4)
Common Stock	03/01/2005	03/01/2005	A(5)		\$ 0 (5) 3,830	I	Family Trust (6)

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

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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 the reporting person's spouse and over which such spouse retains a power of attorney. The reporting person disclaims beneficial ownership of these securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.