

HACHEY GUY C

Form 3

June 16, 2006

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â HACHEY GUY C

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/07/2006

3. Issuer Name **and** Ticker or Trading Symbol
DELPHI CORP [DPH]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other
(give title below) (specify below)

VP & Pres Powertrain Sys

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting PersonDELPHI
CORPORATION,Â 5725
DELPHI DRIVE

(Street)

TROY,Â MIÂ 48098-2815

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Common Stock ⁽¹⁾

106,708.1

D

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option <u>(2)</u>	06/16/2006	02/04/2007	Common Stock	8,712	\$ 12.91	D	Â
Stock Option <u>(2)</u>	06/16/2006	02/02/2007	Common Stock	7,738	\$ 12.91	D	Â
Stock Option <u>(2)</u>	06/16/2006	01/13/2008	Common Stock	15,873	\$ 13.45	D	Â
Stock Option <u>(2)</u>	06/16/2006	01/11/2008	Common Stock	7,434	\$ 13.45	D	Â
Stock Option <u>(2)</u>	06/16/2006	01/03/2011	Common Stock	206,718	\$ 11.88	D	Â
Stock Option <u>(2)</u>	06/16/2006	01/01/2011	Common Stock	8,417	\$ 11.88	D	Â
Stock Option <u>(2)</u>	06/16/2006	01/03/2012	Common Stock	113,823	\$ 13.6	D	Â
Stock Option <u>(2)</u>	06/16/2006	01/01/2012	Common Stock	7,353	\$ 13.6	D	Â
Stock Option <u>(2)</u>	06/16/2006	04/25/2013	Common Stock	160,763	\$ 8.43	D	Â
Stock Option <u>(2)</u>	06/16/2006	04/23/2013	Common Stock	11,862	\$ 8.43	D	Â
Stock Appreciation Rights <u>(3)</u>	06/16/2006	02/06/2009	Common Stock	83,283	\$ 18.66	D	Â
Stock Appreciation Rights <u>(3)</u>	06/16/2006	01/06/2010	Common Stock	11,194	\$ 17.13	D	Â
Stock Appreciation Rights <u>(3)</u>	06/16/2006	02/04/2009	Common Stock	5,359	\$ 18.66	D	Â
Stock Appreciation Rights <u>(3)</u>	06/16/2006	01/08/2010	Common Stock	117,377	\$ 17.13	D	Â
Stock Option <u>(4)</u>	06/16/2006	05/08/2014	Common Stock	128,117	\$ 10.02	D	Â
Stock Option <u>(5)</u>	06/16/2006	05/06/2014	Common Stock	9,983	\$ 10.02	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	Â	Â	Â VP & Pres Powertrain Sys	Â

HACHEY GUY C
DELPHI CORPORATION
5725 DELPHI DRIVE
TROY, MI 48098-2815

Signatures

Guy C. Hachey 06/16/2006

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Shares of restricted stock issued pursuant to the Issuer's Long Term Incentive Compensation Plan (the "Plan") 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. As a result of the Issuer's pending reorganization proceedings under

- (1) Chapter 11 of the U.S. Bankruptcy Code, the Issuer has determined it will not issue common stock on the scheduled vesting dates. The Issuer has also publicly disclosed its belief that upon confirmation of a plan of reorganization, holders of Delphi shares of common stock may likely receive no distribution on account of such interests and the existing stock, including the restricted stock units, may likely be cancelled.
- (2) The Options vested over a period of two to three years from the date of grant in accordance with the Plan. All grants are immediately exercisable.
- (3) Stock appreciation rights (SARs) issued which may be settled solely in cash and were issued in exchange for the surrender of previously granted stock options issued pursuant to the Plan. Each SAR has an equivalent strike price, term and conditions to exercise as the surrendered option and are now all presently exercisable. *See* Note 2.
- (4) The Options vested over a period of two to three years from the date of grant in accordance with the Plan. Of the total Options granted 92,063 are immediately exercisable and the remaining 36,054 will become exercisable 5/7/07.
- (5) The Options vested over a period of two to three years from the date of grant in accordance with the Plan. Of the total Options granted 3 are immediately exercisable and the remaining 9,980 will become exercisable 5/7/07.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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