DELPHI CORP
Form 4
August 21, 2007

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MERRILL LYNCH & CO INC

(Last) (First) (Middle)

4 WORLD FINANCIAL CENTER, 250 VESEY ST., NORTH TOWER, 12TH FLOOR

(Street)

NEW YORK, NY 10080

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
DELPHI CORP [DPHIQ.PK]

3. Date of Earliest Transaction (Month/Day/Year)
12/19/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share (the "Common Stock")	05/10/2007		P		75	A	$ 2.03	1,459,355 (2) (3)	I	See footnotes (1) (2) (3)
Common Stock	05/10/2007		S		75	D	$ 1.98	1,459,280 (2) (3)	I	See footnotes (1) (2) (3)
	05/14/2007		P		156	A			I	

Common Stock, par value $0.01 per share (the "Common Stock")					$ 2.35	1,459,436 (2) (3)		See footnotes (1) (2) (3)
Common Stock	05/14/2007	S	156	D	$ 2.31	1,459,280 (2) (3)	I	See footnotes (1) (2) (3)
Common Stock, par value $0.01 per share (the "Common Stock")	05/16/2007	P	500	A	$ 2.09	1,459,780 (2) (3)	I	See footnotes (1) (2) (3)
Common Stock	05/17/2007	S	500	D	$ 1.98	1,459,280 (2) (3)	I	See footnotes (1) (2) (3)
Common Stock, par value $0.01 per share (the "Common Stock")	05/21/2007	P	350	A	$ 2.2	1,459,630 (2) (3)	I	See footnotes (1) (2) (3)
Common Stock, par value $0.01 per share (the "Common Stock")	05/21/2007	P	100	A	$ 2.2	1,459,730 (2) (3)	I	See footnotes (1) (2) (3)
Common Stock, par value $0.01 per share (the "Common Stock")	05/21/2007	P	100	A	$ 2.22	1,459,830 (2) (3)	I	See footnotes (1) (2) (3)
Common Stock, par value $0.01 per share (the "Common	05/21/2007	P	100	A	$ 2.23	1,459,930 (2) (3)	I	See footnotes (1) (2) (3)

Stock")								
Common Stock, par value $0.01 per share (the "Common Stock")	05/21/2007	P	400	A	$ 2.24	1,460,330 (2) (3)	I	See footnotes (1) (2) (3)
Common Stock, par value $0.01 per share (the "Common Stock")	05/21/2007	P	400	A	$ 2.24	1,460,730 (2) (3)	I	See footnotes (1) (2) (3)
Common Stock, par value $0.01 per share (the "Common Stock")	05/22/2007	P	900	A	$ 2.17	1,461,630 (2) (3)	I	See footnotes (1) (2) (3)
Common Stock, par value $0.01 per share (the "Common Stock")	05/22/2007	P	100	A	$ 2.17	1,461,730 (2) (3)	I	See footnotes (1) (2) (3)
Common Stock, par value $0.01 per share (the "Common Stock")	05/22/2007	S	100	D	$ 2.16	1,461,630 (2) (3)	I	See footnotes (1) (2) (3)
Common Stock, par value $0.01 per share (the "Common Stock")	05/22/2007	S	350	D	$ 2.16	1,461,280 (2) (3)	I	See footnotes (1) (2) (3)
Common Stock, par value $0.01 per share	05/23/2007	S	500	D	$ 2.18	1,460,780 (2) (3)	I	See footnotes (1) (2) (3)

(the "Common Stock")								
Common Stock, par value $0.01 per share (the "Common Stock")	05/23/2007	P	2,000	A	$ 2.14	1,462,780 (2) (3)	I	See footnotes (1) (2) (3)
Common Stock, par value $0.01 per share (the "Common Stock")	05/23/2007	S	500	D	$ 2.18	1,462,280 (2) (3)	I	See footnotes (1) (2) (3)
Common Stock, par value $0.01 per share (the "Common Stock")	05/25/2007	S	500	D	$ 2.4	1,461,780 (2) (3)	I	See footnotes (1) (2) (3)
Common Stock, par value $0.01 per share (the "Common Stock")	05/25/2007	S	1,500	D	$ 2.4	1,460,280 (2) (3)	I	See footnotes (1) (2) (3)
Common Stock, par value $0.01 per share (the "Common Stock")	05/31/2007	P	500	A	$ 2.69	1,460,780 (2) (3)	I	See footnotes (1) (2) (3)
Common Stock, par value $0.01 per share (the "Common Stock")	05/31/2007	P	500	A	$ 2.7	1,461,280 (2) (3)	I	See footnotes (1) (2) (3)
Common Stock, par	05/31/2007	P	500	A	$ 2.73	1,461,780 (2) (3)	I	See footnotes

value $0.01 per share (the "Common Stock")									(1) (2) (3)
Common Stock, par value $0.01 per share (the "Common Stock")	05/31/2007		P	1,000	A	$ 2.73	1,462,780 (2) (3)	I	See footnotes (1) (2) (3)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MERRILL LYNCH & CO INC 4 WORLD FINANCIAL CENTER, 250 VESEY ST. NORTH TOWER, 12TH FLOOR NEW YORK, NY 10080		X		
MERRILL LYNCH PIERCE FENNER & SMITH INC 4 WORLD FINANCIAL CENTER, 250 VESEY ST.		X		

NORTH TOWER, 12TH FLOOR NEW YORK, NY 10080		
MERRILL LYNCH FINANCIAL MARKETS, INC 4 WORLD FINANCIAL CENTER, 250 VESEY ST. NORTH TOWER, 12TH FLOOR NEW YORK, NY 10080	X	
MERRILL LYNCH BANK & TRUST CO FSB 4 WORLD FINANCIAL CENTER, 250 VESEY ST. NORTH TOWER, 12TH FLOOR NEW YORK, NY 10080	X	
MERRILL LYNCH INTERNATIONAL 4 WORLD FINANCIAL CENTER, 250 VESEY ST. NORTH TOWER 12TH FLOOR NEW YORK, NY 10080	X	

Signatures

/s/ Cara Londin, Assistant Secretary of Merrill Lynch & Co., Inc.	08/21/2007
**Signature of Reporting Person	Date
/s/ Cara Londin, Assistant Secretary of Merrill Lynch, Pierce, Fenner & Smith Incorporated	08/21/2007
**Signature of Reporting Person	Date
/s/ Cara Londin, Attorney-in-Fact	08/21/2007
**Signature of Reporting Person	Date
/s/ Cara Londin, Attorney-in-Fact	08/21/2007
**Signature of Reporting Person	Date
/s/ Cara Londin, Attorney-in-Fact	08/21/2007
**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).
(1)	This statement is being filed by Merrill Lynch & Co., Inc. ("ML&Co."), Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S"), Merrill Lynch Financial Markets, Inc. ("MLFM"), Merrill Lynch Bank & Trust Co., FSB ("MLTFSB") and Merrill Lynch International ("MLI") (collectively, the "Reporting Persons").
(2)	This statement reflects the purchases and sales made by MLPF&S between May 10, 2007 and May 31, 2007. This is one of three Statements on Beneficial Ownership being filed on August 21, 2007 to report all the purchases and sales listed on Exhibit A hereto. All of these purchases and sales were made by MLPF&S's error correction section to correct errors made in connection with trades made on behalf of clients.
(3)	In connection with all of the transactions listed on Exhibit A hereto, the Reporting Persons have agreed to voluntarily remit appropriate profits, if any, to Delphi Corporation. The Reporting Persons disclaim that the transactions on Exhibit A are subject to reporting under Section 16(a) or disgorgement under Section 16(b), and this report shall not be deemed an admission that those sections apply to these transactions.

Remarks:

Form 2 of 3 Form 4's

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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