

MERRILL LYNCH INTERNATIONAL
 Form 4
 February 08, 2008

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 *
 MERRILL LYNCH & CO INC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/26/2007

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

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

(Street)

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

NEW YORK, NY 10080

(City) (State) (Zip)

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 or Price | | |
| Common Stock, par value \$0.01 per share (the "Common Stock") | 12/26/2007 | | S | | 139 D \$ 0.135 | 1,459,141 ⁽²⁾ / ₍₃₎ | I See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 12/28/2007 | | S | | 43 D \$ 0.14 | 1,459,098 ⁽²⁾ / ₍₃₎ | I See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| | 01/03/2008 | | P | | 139 A | | I |

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| | | | | | | | | |
|--------------|------------|---|-----|---|----------|--|---|--|
| Common Stock | | | | | \$ 0.185 | 1,459,237 ⁽²⁾ ₍₃₎ | | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 01/04/2008 | P | 139 | A | \$ 0.18 | 1,459,376 ⁽²⁾ ₍₃₎ | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 01/08/2008 | S | 139 | D | \$ 0.145 | 1,459,237 ⁽²⁾ ₍₃₎ | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 01/15/2008 | S | 151 | D | \$ 0.155 | 1,459,086 ⁽²⁾ ₍₃₎ | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 01/17/2008 | P | 151 | A | \$ 0.17 | 1,459,237 ⁽²⁾ ₍₃₎ | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 01/25/2008 | P | 43 | A | \$ 0.155 | 1,459,280 ⁽²⁾ ₍₃₎ | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director Officer Other

Reporting Owners

10%
Owner

| | |
|---|---|
| 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. NORTH TOWER, 12TH FLOOR NEW YORK, NY 10080 | X |
| 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. | 02/08/2008 |
| __Signature of Reporting Person | Date |
| /s/ Cara Londin, Assistant Secretary of Merrill Lynch, Pierce, Fenner & Smith Incorporated | 02/08/2008 |
| __Signature of Reporting Person | Date |
| /s/ Cara Londin, Attorney-in-Fact, Merrill Lynch Financial Markets, Inc. | 02/08/2008 |
| __Signature of Reporting Person | Date |
| /s/ Cara Londin, Attorney-in-Fact, Merrill Lynch Bank & Trust Co. FSB | 02/08/2008 |
| __Signature of Reporting Person | Date |
| /s/ Cara Londin, Attorney-in-Fact, Merrill Lynch International | 02/08/2008 |
| __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., Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S"), Merrill Lynch Financial Markets, Inc., Merrill Lynch Bank & Trust Co., FSB and Merrill Lynch International (collectively, the "Reporting

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Persons").

- (2) This statement reflects the purchases and sales made by MLPF&S between December 26, 2007 and January 25, 2008. 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 reported on this Form 4, the Reporting Persons have agreed to voluntarily remit appropriate profits, if any, to Delphi Corporation. The Reporting Persons disclaim that the transactions reported on this Form 4 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.

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.