

Paulson John
Form 4
April 26, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

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

(Last) (First) (Middle)

**1251 AVENUE OF THE
AMERICAS,**

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Delphi Automotive PLC [DLPH]

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

04/24/2012

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	04/24/2012		S		157,584	D \$ 30.8 719,639	D <u>(1)</u> <u>(10)</u> (11)
Common Stock	04/24/2012		S		105,582	D \$ 30.89 614,057	D <u>(1)</u> <u>(10)</u> (11)
Common Stock	04/24/2012		S		584,584	D \$ 30.8 15,245,812	D <u>(2)</u> <u>(10)</u> (11)
Common Stock	04/24/2012		S		391,671	D \$ 30.89 14,854,141	D <u>(2)</u> <u>(10)</u> (11)
Common Stock	04/24/2012		S		257,832	D \$ 30.8 1,177,433	D <u>(3)</u> <u>(10)</u> (11)

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Common Stock	04/24/2012	S	172,747	D	\$ 30.89	1,004,686	D ⁽³⁾ ⁽¹⁰⁾ <u>(11)</u>	
Common Stock	04/25/2012	S	179,031	D	\$ 30.85	14,675,110	D ⁽²⁾ ⁽¹⁰⁾ <u>(11)</u>	
Common Stock	04/25/2012	S	5,198	D	\$ 30.85	1,206,414	I	See ⁽⁴⁾ ⁽¹⁰⁾ <u>(11)</u>
Common Stock	04/25/2012	S	101,734	D	\$ 30.85	3,280,330	D ⁽⁵⁾ ⁽¹⁰⁾ <u>(11)</u>	
Common Stock	04/25/2012	S	19,265	D	\$ 30.85	2,979,360	D ⁽⁶⁾ ⁽¹⁰⁾ <u>(11)</u>	
Common Stock	04/25/2012	S	1,484	D	\$ 30.85	1,077,184	D ⁽⁷⁾ ⁽¹⁰⁾ <u>(11)</u>	
Common Stock	04/25/2012	S	22,544	D	\$ 30.85	3,863,249	D ⁽⁸⁾ ⁽¹⁰⁾ <u>(11)</u>	
Common Stock	04/25/2012	S	103,744	D	\$ 30.85	11,399,368	D ⁽⁹⁾ ⁽¹⁰⁾ <u>(11)</u>	
Common Stock	04/26/2012	S	144,715	D	\$ 30.7	14,530,395	D ⁽²⁾ ⁽¹⁰⁾ <u>(11)</u>	
Common Stock	04/26/2012	S	4,202	D	\$ 30.7	1,202,212	I	See ⁽⁴⁾ ⁽¹⁰⁾ <u>(11)</u>
Common Stock	04/26/2012	S	15,572	D	\$ 30.7	2,963,788	D ⁽⁶⁾ ⁽¹⁰⁾ <u>(11)</u>	
Common Stock	04/26/2012	S	83,858	D	\$ 30.7	11,315,510	D ⁽⁹⁾ ⁽¹⁰⁾ <u>(11)</u>	
Common Stock	04/26/2012	S	18,223	D	\$ 30.7	3,845,026	D ⁽⁸⁾ ⁽¹⁰⁾ <u>(11)</u>	
Common Stock	04/26/2012	S	1,200	D	\$ 30.7	1,075,984	D ⁽⁷⁾ ⁽¹⁰⁾ <u>(11)</u>	
Common Stock	04/26/2012	S	82,230	D	\$ 30.7	3,198,100	D ⁽⁵⁾ ⁽¹⁰⁾ <u>(11)</u>	

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

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(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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative Security	Code	V	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 3 and 4)	Ownership Following Report Transaction (Instr. 3 and 4)
			(A)	(D)						

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAULSON & CO INC 1251 AVENUE OF THE AMERICAS NEW YORK, NY 10020		X		
PAULSON PARTNERS ENHANCED L.P. 1251 AVENUE OF THE AMERICAS NEW YORK, NY 10020		X		
Paulson International Ltd. C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE, S. CHURCH ST GRAND CAYMAN, E9 KY1-1104		X		
Paulson Advantage Master Ltd. C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE, S. CHURCH ST GRAND CAYMAN, E9 KY1-1104		X		
Paulson Advantage Plus Master Ltd. C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE, S. CHURCH ST GRAND CAYMAN, E9 KY1-1104		X		
Paulson John 1251 AVENUE OF THE AMERICAS NEW YORK, NY 10020		X		
PAULSON PARTNERS LP 1251 AVENUE OF THE AMERICAS NEW YORK, NY 10020		X		
PAULSON ENHANCED LTD C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE, S. CHURCH ST GRAND CAYMAN, E9 KY1-1104		X		

Signatures

Stuart L. Merzer, General Counsel & Chief Compliance Officer of Paulson & Co.
Inc.

04/26/2012

__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) Reflects the securities of the issuer owned directly by Paulson Advantage Master Ltd. ("Advantage Master").
- (2) Reflects the securities of the issuer owned directly by Paulson Credit Opportunities Master Ltd. ("Credit Master").
- (3) Reflects the securities of the issuer owned directly by Paulson Advantage Plus Master Ltd. ("Advantage Plus Master").
- (4) Reflects the securities held in accounts managed separately (the "Separately Managed Accounts") by Paulson & Co. Inc. ("Paulson").
- (5) Reflects the securities of the issuer owned directly by Paulson Recovery Master Fund Ltd. ("Recovery Master").
- (6) Reflects the securities of the issuer owned directly by Paulson Partners Enhanced, L.P. ("Enhanced LP").
- (7) Reflects the securities of the issuer owned directly by Paulson Partners L.P. ("Paulson Partners").
- (8) Reflects the securities of the issuer owned directly by Paulson International Ltd. ("International").
- (9) Reflects the securities of the issuer owned directly by Paulson Enhanced Ltd. ("Enhanced Ltd.").

- Paulson is an investment advisor registered under the Investment Advisors Act of 1940. Paulson is the investment manager of Recovery Master, Enhanced LP, Enhanced Ltd., Paulson Partners, International, Advantage Master, Credit Master and Advantage Plus Master (collectively, the "Funds") and securities held in the Separately Managed Accounts. Paulson is also the controlling person of Paulson Advisers LLC, the managing general partner of each of Paulson Partners and Enhanced L.P. John Paulson is the controlling person of Paulson.
- (10) Paulson is an investment advisor registered under the Investment Advisors Act of 1940. Paulson is the investment manager of Recovery Master, Enhanced LP, Enhanced Ltd., Paulson Partners, International, Advantage Master, Credit Master and Advantage Plus Master (collectively, the "Funds") and securities held in the Separately Managed Accounts. Paulson is also the controlling person of Paulson Advisers LLC, the managing general partner of each of Paulson Partners and Enhanced L.P. John Paulson is the controlling person of Paulson.

- Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Act"), the filing of this Form 4 shall not be deemed an admission by any of the persons reporting on this Form 4 that he or it, for purposes of Section 16 of the Act or otherwise is the beneficial owner of any equity securities covered by this Form.
- (11) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Act"), the filing of this Form 4 shall not be deemed an admission by any of the persons reporting on this Form 4 that he or it, for purposes of Section 16 of the Act or otherwise is the beneficial owner of any equity securities covered by this Form.

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.