

SHERBIN DAVID M  
Form 4  
February 21, 2018

**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 \*  
SHERBIN DAVID M

(Last) (First) (Middle)  
5725 INNOVATION DRIVE  
(Street)

TROY, MI 48098

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Aptiv PLC [APTV]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/16/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, GC & Secretary

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)
Ordinary Shares	02/16/2018		X	V	1,313 A \$ 0 (1)	79,804 (2)	D
Ordinary Shares	02/16/2018		A		12,061 A \$ 0 (3)	91,865	D
Ordinary Shares	02/16/2018		F	D	12,442 D \$ 92.4 (4)	79,423	D

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

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SEC 1474 (9-02)

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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 or Number of Shares
Dividend Equivalent Right	(1)	02/16/2018		X	1,313 (5)	(1) (1)	Ordinary Shares	1,313 (5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHERBIN DAVID M 5725 INNOVATION DRIVE TROY, MI 48098			SVP, GC & Secretary	

## Signatures

/s/ David M. Sherbin 02/21/2018

\*\*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) Settlement of dividend equivalent rights in connection with the vesting of restricted stock units. The rights accrued when and as dividends were paid on the Issuer's ordinary shares and vested proportionately with the restricted stock unit to which they related. Each dividend equivalent right is the economic equivalent of one ordinary share.
  - (2) Reflects an antidilution adjustment (the "Spin-Off Adjustment") to the number of ordinary shares reported held by the Reporting Person, which Spin-Off Adjustment was made prior to this vesting date in connection with the spin-off of Delphi Technologies PLC from the Issuer on December 4, 2017.
  - (3) Additional ordinary shares acquired in connection with achievement in excess of target of specified performance criteria for the 2015-2017 performance period.
  - (4) Shares withheld to pay tax liabilities incident to the vesting of restricted stock units and settlement of dividend equivalent rights.

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- (5) Reflects here and in Table 1 above the Spin-Off Adjustment to the Reporting Person's dividend equivalent rights.
- (6) Reflects the Spin-Off Adjustment to the Reporting Person's remaining dividend equivalent rights.

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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