

DELPHI CORP  
Form S-8  
June 28, 2002

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As filed with the Securities and Exchange Commission on June 28, 2002

Registration Statement No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

DELPHI CORPORATION  
(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

38-3430473  
(I.R.S. Employer  
Identification No.)

5725 Delphi Drive  
Troy, Michigan 48098  
(Address of Principal Executive Offices)

Delphi Automotive Systems Stock Incentive Plan  
(Full title of the plan)

Alan S. Dawes, Chief Financial Officer and Executive Vice President  
Delphi Corporation  
5725 Delphi Drive, Troy, Michigan 48098  
(Name and address of agent for service)

(248) 813-2000  
(Telephone number, including area code)

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Opinion of Diane L. Kaye, Esq

Consent of Independent Auditors

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| <b>Title of Securities to<br/>be registered</b> | <b>Amount to be<br/>registered (1)<br/>(2)</b> | <b>Proposed<br/>Maximum<br/>Offering<br/>price<br/>Per share<br/>(2)</b> | <b>Proposed<br/>Maximum<br/>Aggregate<br/>Offering price<br/>(2)</b> | <b>Amount of<br/>Registration fee<br/>(2)</b> |
|-------------------------------------------------|------------------------------------------------|--------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------------|
| Common Stock (\$0.01 par value)                 | 18,000,000<br>shares                           | \$13.43                                                                  | \$241,740,000                                                        | \$22,240                                      |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this registration statement also registers such indeterminate number of additional shares as may become issuable under the plan in connection with stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(h)(1). The price is based on the average of the highest and lowest prices for the Common Stock as reported on the New York Stock Exchange on June 21, 2002.

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**REGISTRATION OF ADDITIONAL SECURITIES**

**INCORPORATION OF EARLIER REGISTRATION STATEMENTS BY REFERENCE**

Delphi Corporation, formerly Delphi Automotive Systems Corporation, ( Delphi ) hereby incorporates by reference into this registration statement the contents of the Registration Statements on Form S-8 filed on behalf of Delphi and the Plan on February 5, 1999 (File No. 333-71899), on June 4, 1999 (File No. 333-80011) and on September 6, 2001 (File No. 333-69012).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on June 27, 2002.

DELPHI CORPORATION

(Registrant)

By: /s/ J.T. Battenberg III

(J.T. Battenberg III, Chairman  
of the Board of Directors, Chief  
Executive Officer and President)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on June 27, 2002 by the following persons in the capacities indicated.

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints J.T. Battenberg III and Alan S. Dawes, and each of them, each acting alone, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, in connection with the Registrant's Registration Statement on Form S-8 under the Securities Act of 1933, as amended, relating to the Delphi Automotive Systems Stock Incentive Plan, including, without limiting the generality of the foregoing, to sign the Registration Statement, including any and all stickers and post-effective amendments to the Registration Statement, and to sign any and all additional registration statements that are filed pursuant to General Instruction E to Form S-8 or Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

| <u>Signature</u>                                        | <u>Title</u>                                                                                       |
|---------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| <u>/s/ J.T. Battenberg III</u><br>(J.T. Battenberg III) | Chairman of the Board, Chief Executive<br>Officer and President<br>(Principal Executive Officer)   |
| <u>/s/ Alan S. Dawes</u><br>(Alan S. Dawes)             | Director, Chief Financial Officer<br>and Executive Vice President<br>(Principal Financial Officer) |

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SIGNATURES (CONCLUDED)

|                                                                             |                                                                                                                   |
|-----------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| <u>/s/ Donald L. Runkle</u><br>(Donald L. Runkle)                           | Director, Executive Vice President and<br>President of Dynamics & Propulsion Sector                               |
| <u>/s/ John G. Blahnik</u><br>(John G. Blahnik)                             | Vice President and Treasurer,<br>Acting Chief Accounting Officer and Controller<br>(Principal Accounting Officer) |
| <u>/s/ John D. Opie</u><br>(John D. Opie)                                   | Director<br>(Lead Independent Director)                                                                           |
| <u>/s/ Oscar de Paula Bernardes Neto</u><br>(Oscar de Paula Bernardes Neto) | Director                                                                                                          |
| <u>/s/ Robert H. Brust</u><br>(Robert H. Brust)                             | Director                                                                                                          |
| <u>/s/ Virgis W. Colbert</u><br>(Virgis W. Colbert)                         | Director                                                                                                          |
| <u>/s/ David Farr</u><br>(David Farr)                                       | Director                                                                                                          |
| <u>/s/ Dr. Bernd Gottschalk</u><br>(Dr. Bernd Gottschalk)                   | Director                                                                                                          |
| <u>/s/ Shoichiro Irimajiri</u><br>(Shoichiro Irimajiri)                     | Director                                                                                                          |
| <u>/s/ Susan A. McLaughlin</u><br>(Susan A. McLaughlin)                     | Director                                                                                                          |
| <u>/s/ Roger S. Penske</u><br>(Roger S. Penske)                             | Director                                                                                                          |
| <u>/s/ Patricia C. Sultz</u><br>(Patricia C. Sultz)                         | Director                                                                                                          |

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**INDEX TO EXHIBITS**

| <b>Exhibit<br/>Number</b> |                                                                                                                                                                       | <b>Page<br/>No.</b> |
|---------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 5 (a)                     | Opinion of Diane L. Kaye, Esq., Assistant General<br>Counsel and Secretary of the Company, in respect to the<br>legality of the securities to be registered hereunder | 6                   |
| 23 (a)                    | Independent Auditors' Consent                                                                                                                                         | 7                   |
| 23 (b)                    | Consent of Diane L. Kaye, Esq., Assistant General<br>Counsel and Secretary of the Company (included in<br>Exhibit 5 (a) above)                                        | n/a                 |