

DELPHI CORP  
Form 8-K  
May 07, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) May 2, 2008

Delphi Corporation  
(Exact Name of Registrant as Specified in Its Charter)

Delaware

1-14787

38-3430473

(State or Other Jurisdiction of  
Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

5725 Delphi Drive, Troy, MI

48098

(Address of Principal Executive Offices)

(Zip Code)

(248) 813-2000

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

On May 2, 2008, the Board of Directors (the Board ) of Delphi Corporation ( Delphi or the Company ) accepted the resignation of Robert H. Brust from the Board and as Chairman of the Audit Committee of the Board (the Audit Committee ), effective May 2, 2008. Martin E. Welch, currently a member of the Audit Committee, will replace Mr. Brust as Chairman of the Audit Committee and as a member of the Executive Committee, and John Englar, currently serving on the Compensation and Executive Development Committee, will continue serving on that committee and become a member of the Audit Committee, effective immediately. Mr. Brust's resignation is not a result of a disagreement with Delphi or with any of its operations, policies or practices.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DELPHI CORPORATION

(Registrant)

Date: May 7, 2008

By: /s/ DAVID M. SHERBIN  
David M. Sherbin,  
Vice President, General Counsel  
and Chief Compliance Officer