

CLARK KEVIN P
Form 4
March 04, 2019

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CLARK KEVIN P

(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)

02/28/2019

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)

President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	02/28/2019		X	5,446.88	A \$ 0 ⁽¹⁾	627,766.88	D
Ordinary Shares	02/28/2019		A	26,717.12	A \$ 0 ⁽²⁾	654,484	D
Ordinary Shares	02/28/2019		F	69,144	D \$ 83.11 ⁽³⁾	585,340	D
Ordinary Shares	02/28/2019		A	32,181	A \$ 0 ⁽⁴⁾	617,521	D
Ordinary Shares	02/28/2019		A	96,543	A \$ 0 ⁽⁵⁾	714,064	D

Ordinary Shares	186,965	I	By Kevin P Clark Revocable Trust
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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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Dividend Equivalent Right	(1)	02/28/2019		X		5,446.88		(1)	(1)	Ordinary Shares	5,446.88

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK KEVIN P 5725 INNOVATION DRIVE TROY, MI 48098	X		President and CEO	

Signatures

/s/ David M. Sherbin, Attorney-in-fact for Kevin P.
Clark

03/04/2019

 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).

- Settlement of dividend equivalent rights in connection with the vesting of restricted stock units. The rights accrued when and as dividends
- (1) 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) Additional ordinary shares acquired in connection with achievement in excess of target of specified performance criteria for the 2016-2018 performance period.

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- (3) Shares withheld to pay tax liabilities incident to the vesting of restricted stock units and settlement of dividend equivalent rights.
- (4) The shares will vest in three equal installments beginning on the first anniversary of the date of grant.
- (5) Each performance share represents a contingent right to receive an ordinary share of Aptiv PLC, and will vest based upon the achievement of specified performance criteria, with a performance period from January 1, 2019 to December 31, 2021.

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.