

DELPHI CORP  
Form S-8 POS  
December 19, 2005

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As filed with the Securities and Exchange Commission on December 19, 2005.

Registration No. 333-106221

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO  
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 Number)

5725 Delphi Drive  
Troy, Michigan 48098

**(Address of Registrant's principal executive offices)**

ASEC Manufacturing Savings Plan  
Delphi Mechatronic Systems Savings-Stock Purchase Program  
Delphi Personal Savings Plan for Hourly-Rate Employees in the United States  
Delphi Savings-Stock Purchase Program for Salaried Employees in the United States

**(Full title of the plan)**

Robert Dellinger  
Executive Vice President and Chief Financial Officer  
Delphi Corporation  
5725 Delphi Drive, Troy, Michigan 48098  
(248) 813-2000

(Name, address and telephone number of agent for service)

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**EXPLANATORY STATEMENT**

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8, Registration No. 333-106221 (the Registration Statement ), is being filed to deregister certain shares of common stock, par value \$.01 per share (the Shares ), of Delphi Corporation (the Registrant ) that were registered for issuance pursuant to the ASEC Manufacturing Savings Plan, Delphi Mechatronic Systems Savings-Stock Purchase Program, Delphi Personal Savings Plan for Hourly-Rate Employees in the United States, and the Delphi Savings-Stock Purchase Program for Salaried Employees in the United States (the Plans ). The Registration Statement registered 75,100,000 Shares issuable pursuant to the Plans, including 300,000 Shares issuable under the ASEC Manufacturing Savings Plan, 300,000 Shares issuable under the Delphi Mechatronic Systems Savings-Stock Purchase Program, 17,500,000 Shares issuable under the Delphi Personal Savings Plan for Hourly-Rate Employees in the United States, and 57,000,000 Shares issuable under the Delphi Savings-Stock Purchase Program for Salaried Employees in the United States, as well as an indeterminate amount of interests offered or sold pursuant to each of the Plans. The Registration Statement is hereby amended to deregister the remaining unissued Shares.

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**PART II  
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 December 19, 2005.

DELPHI CORPORATION

(Registrant)

By: /s/ ROBERT S. MILLER

Robert S. Miller, Chairman  
of the Board of Directors and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on December 19, 2005 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 Robert S. Miller and Rodney O Neal, 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 ASEC Manufacturing Savings Plan, the Delphi Mechatronic Systems Savings-Stock Purchase Program, the Delphi Personal Savings Plan for Hourly-Rate Employees in the United States, and the Delphi Savings-Stock Purchase Program for Salaried Employees in the United States, 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.

**Signature**

**Title**

/s/ ROBERT S. MILLER

(Robert S. Miller)

Chairman of the Board and  
Chief Executive Officer  
(Principal Executive Officer)

/s/ RODNEY O NEAL

(Rodney O Neal)

Director, President and  
Chief Operating Officer

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/s/ ROBERT J. DELLINGER (Robert Dellinger)	Executive Vice President and Chief Financial Officer
/s/ JOHN D. SHEEHAN (John D. Sheehan)	Chief Restructuring Officer, Chief Accounting Officer and Controller (Principal Accounting Officer)
/s/ JOHN D. OPIE (John D. Opie)	Director (Lead Independent Director)
/s/ OSCAR DE PAULA BERNARDES NETO (Oscar de Paula Bernardes Neto)	Director
/s/ ROBERT H. BRUST (Robert H. Brust)	Director
/s/ VIRGIS W. COLBERT (Virgis W. Colbert)	Director
/s/ DAVID N. FARR (David N. Farr)	Director
/s/ DR. BERND GOTTSCHALK (Dr. Bernd Gottschalk)	Director
/s/ SHOICHIRO IRIMAJIRI (Shoichiro Irimajiri)	Director
/s/ RAYMOND MILCHOVICH (Raymond Milchovich)	Director
/s/ CRAIG G. NAYLOR (Craig G. Naylor)	Director
/s/ JOHN H. WALKER (John H. Walker)	Director



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**SIGNATURE**

Pursuant to the requirements of the Securities Act of 1933, the administrator of each Plan has duly caused the Registration Statement to be signed on behalf of each such Plan by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan as of December 19, 2005.

ASEC MANUFACTURING SAVINGS PLAN  
By: /s/ F. THOMAS SPRUNGER

Name: F. Thomas Sprunger  
Title: Manager, Human Resources

DELPHI MECHATRONIC SYSTEMS SAVINGS  
STOCK PURCHASE PROGRAM  
By: /s/ AUGUST LUKASKO

Name: August Lukasko  
Title: Director, Human Resources

DELPHI PERSONAL SAVINGS PLAN FOR  
HOURLY-RATE EMPLOYEES IN THE UNITED  
STATES  
By: /s/ JOHN L. DEMARCO

Name: John L. DeMarco  
Title: Director, Pension and Welfare Benefit Plans

DELPHI SAVINGS-STOCK PURCHASE  
PROGRAM FOR SALARIED EMPLOYEES IN  
THE UNITED STATES  
By: /s/ JOHN L. DEMARCO

Name: John L. DeMarco  
Title: Director, Pension and Welfare Benefit Plans