

Massaro Joseph R
Form 4
February 21, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Massaro Joseph R

(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
____X____ Officer (give title below) ____ Other (specify below)
SVP and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	02/16/2018		X	V Amount (A) or (D) Price 469 A \$ 0 (1)	64,200 (2)	D	
Ordinary Shares	02/16/2018		A	3,363 A \$ 0 (3)	67,563	D	
Ordinary Shares	02/16/2018		F	4,301 D \$ 92.4 (4)	63,262	D	

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

**Persons who respond to the collection of
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Dividend Equivalent Right	<u>(1)</u>	02/16/2018		X	469 <u>(5)</u>	<u>(1)</u>	<u>(1)</u>	Ordinary Shares	469 <u>(5)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Massaro Joseph R 5725 INNOVATION DRIVE TROY, MI 48098	SVP and CFO

Signatures

/s/ David M. Sherbin, Attorney-in-fact for Joseph R. Massaro

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).

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.

Reflects an antidilution adjustment (the "Spin-Off Adjustment") to the number of ordinary shares reported held by the Reporting Person, (2) 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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