

GUPTA RAJIV
Form 4
April 27, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GUPTA RAJIV

(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)
04/25/2018

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)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Ordinary Shares	04/25/2018		X		70 \$ 0 ⁽¹⁾	28,708 ⁽²⁾	D
Ordinary Shares	04/25/2018		F		743 \$ 85.21 ⁽³⁾	27,965	D
Ordinary Shares	04/26/2018		A		4,576 \$ 0 ⁽⁴⁾	32,541	D

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

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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 of Derivative Security (Instr. 5)
Dividend Equivalent Right	(1)	04/25/2018		X	70 (5)	(1) (1)	Ordinary Shares 70	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUPTA RAJIV 5725 INNOVATION DRIVE TROY, MI 48098		X		

Signatures

/s/ Rachel V. Friedenber, Attorney-in-fact for Rajiv L. Gupta 04/27/2018

__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 vest upon the vesting of the restricted stock unit to which they relate. 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) Shares withheld to pay current tax liabilities incident to the vesting of restricted stock units and settlement of dividend equivalent rights.

(4) The Reporting Person has received restricted stock units that each represent a right to receive one ordinary share of the Issuer pursuant to the Issuer's Long Term Incentive Plan, as amended and restated, and will vest in full one day before the Issuer's Annual Meeting of

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Shareholders in 2019.

(5) Reflects here and in Table 1 above the Spin-Off Adjustment to the Reporting Person's 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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