

DELPHI CORP  
Form 8-K  
May 23, 2003

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549-1004

FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report May 22, 2003  
(Date of earliest event reported)

DELPHI CORPORATION

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(Exact name of registrant as specified in its charter)

<u>DELAWARE</u>	<u>1-14787</u>	<u>38-3430473</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

<u>5725 Delphi Drive, Troy, Michigan</u>	<u>48098</u>
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (248) 813-2000

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ITEM 5. OTHER EVENTS

On May 22, 2003, Standard & Poor's Ratings Services (S&P) lowered its long-term corporate credit rating on Delphi Corporation to BBB- because of the company's large unfunded employee benefit obligations as well as concerns about the outlook for the automotive industry generally and Delphi's largest customer, General Motors Corporation, specifically. In addition, the rating was removed from CreditWatch and the company's short-term corporate credit rating of A-3 was reaffirmed.

We believe that our pension and healthcare liabilities even in the current environment are manageable, particularly because of their long-term nature. We expect strong cash flow generation to exceed future pension and OPEB funding by a sizable margin. In addition, given borrowing facilities already in place, Delphi has sufficient liquidity to manage our ongoing business.

All statements contained or incorporated in this statement which address operating performance, events or developments that we expect or anticipate may occur in the future (including statements relating to future sales or earnings expectations, savings expected as a result of our global restructurings or other initiatives, portfolio restructuring plans, volume growth, awarded sales contracts and earnings per share expectations or statements expressing general optimism about future operating results) are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are made on the basis of management's current views and assumptions with respect to future events. Important factors, risks and uncertainties which may cause actual results to differ from those expressed in our forward-looking statements are discussed in detail in our filings with the Securities and Exchange Commission, including our annual report on Form 10-K for the year ended December 31, 2002. In particular, the achievement of projected levels of revenue, earnings, cash flow and debt levels will depend on our ability to execute our portfolio and global restructuring plans in a manner which satisfactorily addresses any resultant antitrust or labor issues and customer concerns, any contingent liabilities related to divestitures or integration costs associated with acquisitions, and other matters; the success of our efforts to diversify our customer base and still maintain existing GM business; the continued protection and exploitation of our intellectual property to develop new products and enter new markets; and our ability to capture expected benefits of our cost reduction initiatives so as to maintain flexibility to respond to adverse and cyclical changes in general economic conditions and in the automotive industry in each market we operate, including customer cost reduction initiatives, potential increases in warranty costs, pension contributions, healthcare costs, disruptions in the labor, commodities or transportation markets caused by terrorism or war and other changes in the political and regulatory environments where we do business. Delphi does not intend or assume any obligation to update any of these forward-looking statements.

**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

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(Registrant)

Date: May 23, 2003  
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By  
/s/ John D. Sheehan

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(John D. Sheehan, Chief Accounting  
Officer and Controller)