

DELPHI CORP
Form SC 13G/A
December 12, 2006

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OMB APPROVAL
OMB Number:
Expires:
Estimated average burden
hours per response...

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934*
(Amendment No. 1)**

Delphi Corporation
(Name of Issuer)
Common Stock, \$0.01 par value per share
(Title of Class of Securities)
247126105
(CUSIP Number)
November 22, 2006
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Person Authorized to Receive Notices and Communications:

J. Kevin Ciavarra, Esq.
Highland Capital Management, L.P.
Two Galleria Tower
13455 Noel Road, Suite 800
Dallas, Texas 75240
(972) 628-4100

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SCHEDULE 13G

CUSIP No. 247126105

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1 NAMES OF REPORTING PERSONS:
Highland Capital Management, L.P., a Delaware limited partnership

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):
75-2716725

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):
(a)
(b)

3 SEC USE ONLY:

4 CITIZENSHIP OR PLACE OF ORGANIZATION:
Delaware

5 SOLE VOTING POWER:
NUMBER OF 31,092,465

6 SHARES SHARED VOTING POWER:
BENEFICIALLY OWNED BY 3,889,450

7 EACH SOLE DISPOSITIVE POWER:
REPORTING PERSON 31,092,465

8 WITH: SHARED DISPOSITIVE POWER:
3,889,450

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

34,981,915

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

6.22%(1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN, IA

(1) Based on
561,781,590
shares of
Common Stock
outstanding
based on the
Issuer s
Quarterly
Report on Form
10-Q filed on
August 15,
2006.

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1 NAMES OF REPORTING PERSONS:
Strand Advisors, Inc., a Delaware corporation

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):
95-4440863

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):
(a)
(b)

3 SEC USE ONLY:

4 CITIZENSHIP OR PLACE OF ORGANIZATION:
Delaware

5 SOLE VOTING POWER:
NUMBER OF 31,092,465

6 SHARES SHARED VOTING POWER:
BENEFICIALLY OWNED BY 2,551,000

7 EACH SOLE DISPOSITIVE POWER:
REPORTING PERSON 31,092,465

8 WITH: SHARED DISPOSITIVE POWER:
2,551,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

34,981,915

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

6.22%(1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

CO

(1) Based on
561,781,590
shares of
Common Stock
outstanding
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Quarterly
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2006.

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NAMES OF REPORTING PERSONS:

1

James D. Dondero

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

United States of America

SOLE VOTING POWER:

5

NUMBER OF 5,094,500

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

35,181,915

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

5,094,500

SHARED DISPOSITIVE POWER:

WITH: 8

35,181,915

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

40,276,415

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

7.17%(1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(1) Based on
561,781,590
shares of
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2006.

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1 NAMES OF REPORTING PERSONS:
Highland Credit Strategies Fund, a Delaware trust

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):
20-4948762

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):
(a)
(b)

3 SEC USE ONLY:

4 CITIZENSHIP OR PLACE OF ORGANIZATION:
Delaware

5 SOLE VOTING POWER:
NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY
SHARED VOTING POWER:
2,886,450

7 EACH REPORTING PERSON
SOLE DISPOSITIVE POWER:
0

8 WITH:
SHARED DISPOSITIVE POWER:
2,886,450

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

2,886,450

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0.51%(1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

(1) Based on
561,781,590
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2006.

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1 NAMES OF REPORTING PERSONS:
Highland Multi-Strategy Onshore Master SubFund, L.L.C., a Delaware limited liability company

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):
20-5237162

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):
(a)
(b)

3 SEC USE ONLY:

4 CITIZENSHIP OR PLACE OF ORGANIZATION:
Delaware

5 SOLE VOTING POWER:
NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY
SHARED VOTING POWER:
1,003,000

7 EACH REPORTING PERSON
SOLE DISPOSITIVE POWER:
0

8 WITH:
SHARED DISPOSITIVE POWER:
1,003,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

1,003,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0.18%(1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

(1) Based on
561,781,590
shares of
Common Stock
outstanding
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10-Q filed on
August 15,
2006.

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1 NAMES OF REPORTING PERSONS:
Highland Multi-Strategy Master Fund, L.P., a Bermuda limited partnership

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

- (a)
- (b)

3 SEC USE ONLY:

4 CITIZENSHIP OR PLACE OF ORGANIZATION:
Delaware

5 SOLE VOTING POWER:
NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY 1,003,000
SHARED VOTING POWER:

7 EACH REPORTING PERSON 0
SOLE DISPOSITIVE POWER:

8 WITH: 1,003,000
SHARED DISPOSITIVE POWER:

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

1,003,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0.18%(1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

(1) Based on
561,781,590
shares of
Common Stock
outstanding
based on the
Issuer's
Quarterly
Report on Form
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August 15,
2006.

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SCHEDULE 13G

Item 1(a) Name of Issuer:

Delphi Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:

5725 Delphi Drive, Troy, Michigan 48098

Item 2(a) Names of Persons Filing:

This statement is filed by and on behalf of: (i) Highland Capital Management L.P. (Highland Capital); (ii) Strand Advisors, Inc. (Strand); (iii) James D. Dondero; (iv) Highland Credit Strategies Fund (HCF); (v) Highland Multi-Strategy Master Fund, L.P. (Master Fund); and (vi) Highland Multi-Strategy Onshore Master SubFund, L.L.C. (SubFund).

Highland Capital serves as an investment adviser and/or manager to other persons, including HCF and Master Fund. Master Fund is the managing member of SubFund. Highland Capital may be deemed to beneficially own shares owned and/or held by and/or for the account of and/or benefit of other persons, including HCF, Master Fund and SubFund. Strand is the general partner of Highland Capital. Strand may be deemed to beneficially own shares owned and/or held by and/or for the account of and/or benefit of Highland Capital. Mr. Dondero is the President of HCF and the President and a director of Strand. Mr. Dondero may be deemed to beneficially own shares owned and/or held by and/or for the account of and/or benefit of Strand.

Each of the reporting persons declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement.

Each of the reporting persons declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, (i) acting (or has agreed or is agreeing to act together with any other person) as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding, or disposing of securities of the issuer or otherwise with respect to the issuer or any securities of the issuer or (ii) a member of any group with respect to the issuer or any securities of the issuer.

Item 2(b) Addresses of Principal Business Offices:

The address of the principal business office of each of the reporting persons is Two Galleria Tower, 13455 Noel Road, Suite 800, Dallas, Texas 75240.

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Item 2(c) Citizenship:

Highland Capital Management, L.P. Delaware

Strand Advisors, Inc. Delaware

James Dondero United States of America

Highland Credit Strategies Fund Delaware

Highland Multi-Strategy Onshore Master SubFund, L.L.C. Delaware

Highland Multi-Strategy Master Fund, L.P. Bermuda

Item 2(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share

Item 2(e) CUSIP Number:

247126105

Item 3 Status of Persons Filing:

Not applicable.

Item 4 Ownership:

(a) Amount beneficially owned:

See Item 9 of each cover page for the respective reporting persons.

(b) Percent of Class:

See Item 11 of each cover page for the respective reporting persons.

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote:

See Item 5 of each cover page for the respective reporting persons.

(ii) shared power to vote or to direct the vote:

See Item 6 of each cover page for the respective reporting persons.

(iii) sole power to dispose or to direct the disposition of:

See Item 7 of each cover page for the respective reporting persons.

(iv) shared power to dispose or to direct the disposition of:

See Item 8 of each cover page for the respective reporting persons.

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Item 5 Ownership of 5% or Less of a Class:

Not applicable.

Item 6 Ownership of More than 5% on Behalf of Another Person:

Highland Capital serves as an investment adviser and/or manager to other persons, including HCF and Master Fund. Highland Capital may be deemed to beneficially own shares owned and/or held by and/or for the account and/or benefit of other persons, including HCF, Master Fund and SubFund. The other persons, including HCF, SubFund and Master Fund, may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, shares owned and/or held by and/or for the account and/or benefit of such persons.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Hold Control Person:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

See Exhibit A, as previously filed.

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 12, 2006

Highland Credit Strategies Fund

By: /s/ James Dondero

Name: James Dondero

Title: President

Highland Capital Management, L.P.

By: Strand Advisors, Inc., its general partner

By: /s/ James Dondero

Name: James Dondero

Title: President

Strand Advisors, Inc.

By: /s/ James Dondero

Name: James Dondero

Title: President

James Dondero

/s/ James Dondero

**Highland Multi-Strategy Onshore Master
SubFund, L.L.C.**

- By: Highland Multi-Strategy Master Fund,
L.P., its managing member
- By: Highland Multi-Strategy Fund GP, L.P.,
its general partner
- By: Highland Multi-Strategy Fund GP,
L.L.C., its general partner
- By: Highland Capital Management, L.P., its
sole member
- By: Strand Advisors, Inc., its general partner

By: /s/ James Dondero

Name: James Dondero
Title: President

Highland Multi-Strategy Master Fund, L.P.

- By: Highland Multi-Strategy Fund GP, L.P.,
its general partner
- By: Highland Multi-Strategy Fund GP,
L.L.C., its general partner
- By: Highland Capital Management, L.P., its
sole member
- By: Strand Advisors, Inc., its general partner

By: /s/ James Dondero

Name: James Dondero
Title: President