

HAMP STEVEN K  
Form 4  
May 13, 2005

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HAMP STEVEN K

(Last) (First) (Middle)

THE HENRY FORD, 20900  
OAKWOOD BOULEVARD

(Street)

DEARBORN, MI 48124

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VISTEON CORP [VC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/11/2005

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					5,000	D	
Common Stock					3,365	I	By Spouse

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

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SEC 1474  
(9-02)

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**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. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
DCP Visteon Stock Units	(1)	05/11/2005		A	3,000	(1)	(1)	Common Stock	3,000
Restricted Stock Units	(2)	05/12/2005		A	2,865	(2)	(2)	Common Stock	2,865

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAMP STEVEN K THE HENRY FORD 20900 OAKWOOD BOULEVARD DEARBORN, MI 48124		X		

## Signatures

Heidi A. Diebol, Secretary, Visteon Corporation, on behalf of Steven K. Hamp  
Date: 05/13/2005

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).

(1) These Visteon Stock Fund Units result from a stock grant credited to my account by the Company, without payment by me, under the Company's Deferred Compensation Plan for Non-Employee Directors. These Visteon Stock Fund Units will be converted and distributed to me, without payment, on January 15th of the year following termination of board service, based upon the then current market value of a share of common stock.

(2) These Restricted Stock Units were credited to my account, without payment by me, under the Company's Non-Employee Director Stock Unit Plan. Each Restricted Stock Unit will be converted and distributed to me, without payment, in cash following the termination of board service, and based upon the then current market value of a share of Visteon common stock.

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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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. border-bottom-width:1"> Class A Common Stock09/29/2015 C 2,500 A \$ 0 2,500 I By Andrew M. Armenante Trust 2000 U/A dated July 14, 2000 <sup>(10)</sup> Class A Common Stock09/29/2015 S<sup>(1)</sup> 2,500 D \$ 23.0368 <sup>(12)</sup> 0 I By Andrew M. Armenante Trust 2000 U/A dated July 14, 2000 <sup>(10)</sup> Class A Common Stock09/28/2015 C 2,500 A \$ 0 2,500 I By Christina E. Armenante Trust 2000 U/A dated July 14, 2000 <sup>(13)</sup> Class A Common Stock09/28/2015 S<sup>(1)</sup> 2,500 D \$ 23.5328 <sup>(14)</sup> 0 I By Christina E. Armenante Trust 2000 U/A dated July 14, 2000 <sup>(13)</sup> Class A Common Stock09/29/2015 C 2,500 A \$ 0 2,500 I By Christina E. Armenante Trust 2000 U/A dated July 14, 2000 <sup>(13)</sup> Class A Common Stock09/29/2015 S<sup>(1)</sup> 2,500 D \$ 23.0568 <sup>(15)</sup> 0 I By Christina E. Armenante Trust 2000 U/A dated July 14, 2000 <sup>(13)</sup>

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

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**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. P. Deriv. Sec. (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<sup>(16)</sup>	09/28/2015		C	62,500	<sup>(16)</sup> <sup>(16)</sup>	Class A Common Stock	62,500
Class B Common Stock	<sup>(16)</sup>	09/29/2015		C	62,500	<sup>(16)</sup> <sup>(16)</sup>	Class A Common Stock	62,500
Class B Common Stock	<sup>(16)</sup>	09/28/2015		C	6,250	<sup>(16)</sup> <sup>(16)</sup>	Class A Common Stock	6,250
Class B Common Stock	<sup>(16)</sup>	09/29/2015		C	6,250	<sup>(16)</sup> <sup>(16)</sup>	Class A Common Stock	6,250

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Class B Common Stock	<u>(16)</u>	09/28/2015	C	6,250	<u>(16)</u>	<u>(16)</u>	Class A Common Stock	6,250
Class B Common Stock	<u>(16)</u>	09/29/2015	C	6,250	<u>(16)</u>	<u>(16)</u>	Class A Common Stock	6,250
Class B Common Stock	<u>(16)</u>	09/28/2015	C	2,500	<u>(16)</u>	<u>(16)</u>	Class A Common Stock	2,500
Class B Common Stock	<u>(16)</u>	09/29/2015	C	2,500	<u>(16)</u>	<u>(16)</u>	Class A Common Stock	2,500
Class B Common Stock	<u>(16)</u>	09/28/2015	C	2,500	<u>(16)</u>	<u>(16)</u>	Class A Common Stock	2,500
Class B	<u>(16)</u>	09/29/2015	C	2,500	<u>(16)</u>	<u>(16)</u>	Class A	2,500

Common  
StockCommon  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Armenante Mark C/O VEEVA SYSTEMS INC. 4280 HACIENDA DRIVE PLEASANTON, CA 94588		X		

## Signatures

/s/ Meaghan S. Nelson,  
attorney-in-fact

09/30/2015

\*\*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).

(1) The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the Reporting Person.

(2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.2100 to \$24.2099 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2).

(3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.5100 to \$23.2800 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3).

(4) Shares held by the Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 (the "Mark Armenante GRAT"). The Reporting Person is a trustee and beneficiary of the Mark Armenante GRAT, and may be deemed to share voting and dispositive power with regard to the reported shares held by the Mark Armenante GRAT.

(5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.2300 to \$23.9800 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (5).

(6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.5500 to \$23.2500 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (6).

(7) Shares held by the Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 (the "Elizabeth Armenante GRAT"). The Reporting Person is a trustee and family member of Elizabeth Armenante, the beneficiary of the Elizabeth Armenante GRAT, and may be deemed to share voting and dispositive power with regard to the reported shares held by the Elizabeth Armenante GRAT.

(8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.2200 to \$23.9800 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or

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the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (8).

- (9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.5500 to \$23.1800 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (9).

- (10) Shares held by Andrew M. Armenante Trust 2000 dated July 14, 2000 (the "Andrew Armenante Trust"). The Reporting Person is a trustee of the trust and a family member of Andrew Armenante, the beneficiary of the Andrew Armenante Trust, and may be deemed to share voting and dispositive power with regard to the reported shares held by the Andrew Armenante Trust.

- (11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.2500 to \$23.9200 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (11).

- (12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.0000 to \$23.2500 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (12).

- (13) Shares held by the Christina E. Armenante Trust 2000 dated July 14, 2000 (the "Christina Armenante Trust"). The Reporting Person is a trustee of the trust and a family member of Christina Armenante, the beneficiary of the Christina Armenante Trust, and may be deemed to share voting and dispositive power with regard to the reported shares held by the Christina Armenante Trust.

- (14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.2400 to \$23.9100 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (14).

- (15) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.0000 to \$23.3150 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (15).

- (16) Each share of Class B Common Stock is convertible, at any time at the option of the holder, into one (1) share of Class A Common Stock and has no expiration date. In addition, each share of Class B Common Stock will convert automatically into one (1) share of Class A Common Stock upon any transfer, whether or not for value, which occurs after the closing of the IPO, except for certain permitted transfers described in, and transfers to any "permitted transferee" as defined in, the Issuer's restated certificate of incorporation. All shares of Class A and Class B Common Stock will convert automatically into shares of a single class of Common Stock upon the earliest to occur of the following: (a) upon the election by the holders of a majority of the then outstanding shares of Class B Common Stock or (b) October 15, 2023.

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