

VISTEON CORP
Form 4
March 13, 2007

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 *
PALMER JAMES F

(Last) (First) (Middle)

VISTEON CORPORATION, ONE
VILLAGE CENTER DRIVE

(Street)

VAN BUREN
TOWNSHIP, MI 48111

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/11/2007

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)

Executive Vice President

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)	Price		
Common Stock	03/11/2007		D ⁽¹⁾	V	100,000	D	\$ 0 0

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Security (Instr. 3 and 4)	8. Amount of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Restricted Stock Units	<u>(2)</u>	03/11/2007		<u>D</u> ⁽³⁾	75,000	<u>(4)</u>	06/02/2009	Common Stock	75
Restricted Stock Units	<u>(2)</u>	03/11/2007		<u>D</u> ⁽³⁾	84,067	03/10/2008	03/10/2008	Common Stock	84
Restricted Stock Units	<u>(2)</u>	03/11/2007		<u>D</u> ⁽³⁾	50,000	09/14/2007	09/14/2007	Common Stock	50
Restricted Stock Units	<u>(2)</u>	03/11/2007		<u>D</u> ⁽³⁾	101,759	02/06/2009	02/06/2009	Common Stock	10
Employee Stock Option (Right to Buy)	\$ 11.05	03/11/2007		<u>D</u> ⁽⁵⁾	60,000	<u>(6)</u>	06/01/2009	Common Stock	60
Employee Stock Option (Right to Buy)	\$ 6.245	03/11/2007		<u>D</u> ⁽⁵⁾	79,582	<u>(6)</u>	03/09/2010	Common Stock	79
Stock Appreciation Right	\$ 4.76	03/11/2007		<u>D</u> ⁽⁷⁾	155,998	<u>(8)</u>	02/04/2011	Common Stock	15

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PALMER JAMES F VISTEON CORPORATION ONE VILLAGE CENTER DRIVE VAN BUREN TOWNSHIP, MI 48111			Executive Vice President	

Signatures

Heidi A. Sepanik, Secretary, Visteon Corporation on behalf of James F. Palmer

03/13/2007

**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 shares were forfeited pursuant to the terms of the Company's 2004 Incentive Plan.

(2) Each Restricted Stock Unit will be converted and distributed to me, without payment, in cash upon vesting and based upon the then current market value of a share of Visteon common stock, subject to tax withholding.

(3) These Restricted Stock Units were forfeited pursuant to the terms of the Company's 2004 Incentive Plan.

Restricted Stock Units vest as follows: 25,00 units after two years from the date of grant; and an additional 25,000 units each year following the second anniversary until the fifth anniversary of the date of grant. Each Restricted Stock Unit will be converted and distributed to me, without payment, in cash upon vesting and based upon the then current market value of a share of Visteon common stock, subject to tax withholding

(4) These options were forfeited pursuant to the terms of the Company's 2004 Incentive Plan.

(6) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant, 66% in two years and in full after three years.

(7) These stock appreciation rights were forfeited pursuant to the terms of the Company's 2004 Incentive Plan.

(8) The stock appreciation right is exercisable to the extent of 33% of the shares optioned after one year from the date of grant, 66% in two years and in full after three years.

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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