

Fream Julie A
 Form 3
 March 05, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Fream Julie A</p> <p>(Last) (First) (Middle)</p> <p>VISTEON CORPORATION,Â ONE VILLAGE CENTER DRIVE</p> <p>(Street)</p> <p>VAN BUREN TOWNSHIP,Â MIÂ 48111</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/26/2010</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>VISTEON CORP [VSTNQ]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 10,524 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------------|---------------------------------------|---|
| Employee Stock Option (right to buy) | Â <u>(1)</u> | 06/27/2010 | Common Stock | 4,250 | \$ 13.0938 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(1)</u> | 05/08/2011 | Common Stock | 7,676 | \$ 17.46 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(1)</u> | 02/12/2012 | Common Stock | 9,859 | \$ 13.57 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(1)</u> | 02/11/2013 | Common Stock | 28,507 | \$ 6.63 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(1)</u> | 03/09/2010 | Common Stock | 51,160 | \$ 6.254 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(1)</u> | 02/25/2014 | Common Stock | 25,974 | \$ 8.98 | D | Â |
| Stock Appreciation Right | Â <u>(2)</u> | 02/05/2011 | Common Stock | 48,260 | \$ 4.76 | D | Â |
| Stock Appreciation Right | Â <u>(3)</u> | 02/25/2014 | Common Stock | 55,974 | \$ 8.98 | D | Â |
| Stock Appreciation Right | Â <u>(4)</u> | 02/21/2015 | Common Stock | 38,914 | \$ 3.63 | D | Â |
| Restricted Stock Units | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 12,026 | \$ <u>(5)</u> | D | Â |
| Restricted Stock Units | 12/31/2010 | 12/31/2010 | Common Stock | 62,809 | \$ <u>(6)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fream Julie A VISTEON CORPORATION ONE VILLAGE CENTER DRIVE VAN BUREN TOWNSHIP, MI 48111 | Â | Â | Â Vice President | Â |

Signatures

Heidi A. Sepanik, Secretary, Visteon Corporation on behalf of Julie A. Fream 03/05/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 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.
- (2) The stock appreciation right is exercisable to the extent of 33% of the rights granted after one year from the date of grant, 66% in two years and in full after three years.
- (3) The stock appreciation right is exercisable to the extent of 33% of the rights granted on January 1, 2008, 66% on January 1, 2009 and in full on January 1, 2010.
- (4) The stock appreciation right is exercisable to the extent of 33% of the rights granted on January 1, 2009, 66% on January 1, 2010 and in full on January 1, 2011, and may be settled in cash or stock at the election of Visteon.
- (5) These Restricted Stock Units vested as of December 31, 2009 and will be paid only to the extent, and in the manner and at the time provided by, a confirmed plan of reorganization of Visteon or other order of the bankruptcy court. At such time, each Restricted Stock Unit will be converted and distributed to me, without payment, in cash, subject to tax withholding.
- (6) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. 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.