VISTEON CORP Form 4 May 03, 2011

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Check this box

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * STEPHENSON DOROTHY L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

VISTEON CORP [VC]

(Check all applicable)

(First) VISTEON CORPORATION, ONE 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner

05/01/2011

Other (specify X_ Officer (give title below) Senior Vice President

VILLAGE CENTER DRIVE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

(Street) Filed(Month/Day/Year)

(Middle)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

VAN BUREN TOWNSHIP, MI 48111

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative (Securi	ities Acqu	iired, Disposed of	, or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4)	sposed	of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/01/2011 <u>(1)</u>		F	2,567	D	\$ 67.43	30,767	D	
Common Stock	05/01/2011		D(2)	25,000	D	\$ 0	5,767	D	

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 74.08	05/01/2011		D(3)	17,02	<u>(4)</u>	03/07/2021	Common Stock	17,029	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Names	Director	10% Owner	Officer	Other			
STEPHENSON DOROTHY L VISTEON CORPORATION ONE VILLAGE CENTER DRIVE VAN BUREN TOWNSHIP, MI 48111			Senior Vice President				

Signatures

Heidi A. Sepanik, Secretary, Visteon Corporation on behalf of Dorothy L. Stephenson.

05/03/2011

**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).
- The shares were withheld by Visteon to satisfy income tax withholding obligations arising in connection with the vesting of certain shares (1) of restricted common stock. The value of each share was based on the fair market value of Visteon common stock as of April 29, 2011, the next preceding trading day.
- (2) These restricted shares were forfeited pursuant to the terms of the Company's 2010 Incentive Plan.
- (3) The stock option was forfeited pursuant to the terms of the Company's 2010 Incentive Plan.
- (4) The stock option was 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. 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.

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