

VISTEON CORP  
Form 4  
January 03, 2014

**FORM 4**

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

OMB APPROVAL

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**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 \*  
Pallash Robert C

(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)  
12/31/2013

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)

Senior 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 12/31/2013 <sup>(1)</sup>            |  | M                              | 837 A \$ 837  | 837   | D  |  |
| Common Stock                    | 12/31/2013 <sup>(1)</sup>            |  | D                              | 837 D \$ 81.745   | 0   | 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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Appreciation Right                   | \$ 74.08   | 12/31/2013                           |  | D <sup>(2)</sup>               | 5,747   | <sup>(3)</sup> 03/07/2021                                | Common Stock 5,747  |
| Stock Appreciation Right                   | \$ 53.57   | 12/31/2013                           |  | D <sup>(2)</sup>               | 4,141   | <sup>(3)</sup> 02/27/2022                                | Common Stock 4,141  |
| Performance Right                          | <sup>(4)</sup>   | 12/31/2013                           |  | D <sup>(5)</sup>               | 1,381   | <sup>(4)</sup> 12/31/2014                                | Common Stock 1,381  |
| Performance Right                          | <sup>(6)</sup>   | 12/31/2013                           |  | D <sup>(5)</sup>               | 37,858  | <sup>(6)</sup> 12/31/2015                                | Common Stock 37,858   |
| Restricted Stock Unit                      | <sup>(7)</sup>   | 12/31/2013                           |  | D <sup>(8)</sup>               | 484   | <sup>(7)</sup> 02/28/2015                                | Common Stock 484  |
| Restricted Stock Unit                      | <sup>(1)</sup>   | 12/31/2013                           |  | D                              | 8,854   | <sup>(1)</sup> 10/29/2015                                | Common Stock 8,854  |
| Restricted Stock Unit                      | <sup>(1)</sup>   | 12/31/2013 <sup>(1)</sup>            |  | M                              | 837   | <sup>(1)</sup> 10/29/2015                                | Common Stock 837  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| Pallash Robert C<br>VISTEON CORPORATION<br>ONE VILLAGE CENTER DRIVE<br>VAN BUREN TOWNSHIP, MI 48111 |               |           | Senior Vice President |       |

## Signatures

Heidi A. Sepanik, Secretary, Visteon Corporation on behalf of Robert C. Pallash  
01/03/2014

\_\_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) Each Restricted Stock Unit, which is the economic equivalent of one share of Visteon common stock, vested on December 31, 2013 pursuant to the terms of the Executive Severance Plan. Each unit was converted and paid to me in cash without any election or action on my part, and the value of each unit was based on the fair market value of Visteon common stock as of December 31, 2013. No shares of common stock were acquired or sold in connection with the vesting of these Restricted Stock Units.

(2) These stock appreciation rights were forfeited in connection with Mr. Pallash's departure from the Company.

(3) 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.

(4) Each performance right represents a contingent right to receive one share of Visteon common stock. The vesting of the performance rights is based on relative shareholder return over a three year performance period and payable in stock (or cash at the election of Visteon), subject to tax withholding.

(5) These performance rights were forfeited in connection with Mr. Pallash's departure from the Company.

(6) Each performance right represents a contingent right to receive one share of Visteon common stock. The vesting of the performance rights is based on achievement of a total shareholder return goal during a three year performance period and payable in stock (or cash at the election of Visteon), subject to tax withholding.

(7) Restricted stock units vest to the extent of 33% of the units granted each year following the first anniversary of the date of grant until the third anniversary of the date of grant. Each restricted stock unit will be converted and distributed to me, without payment, in stock (or cash at the election of Visteon), subject to cash withholding.

(8) These restricted stock units were forfeited in connection with Mr. Pallash's departure from the Company.

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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