

VISTEON CORP  
Form 3  
April 03, 2014

**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)

|  |                                      |  |  |  |
|--|--------------------------------------|--|--|--|
| 1. Name and Address of Reporting Person *      | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| *<br>Ziparo Peter M<br>(Last) (First) (Middle) | (Month/Day/Year)<br>04/01/2014       | VISTEON CORP [VC]                                  | (Check all applicable)<br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>V.P. & General Counsel |  |

VISTEON CORPORATION, ONE VILLAGE CENTER DRIVE  
(Street)

VAN BUREN TOWNSHIP, MI 48111  
(City) (State) (Zip)

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 Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 2,154  | D   |  |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(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 (1)            | 03/07/2021      | Common Stock | 6,215                      | \$ 74.08 | D                                     | Â |
| Employee Stock Option (right to buy) | Â (1)            | 02/27/2022      | Common Stock | 1,517                      | \$ 53.57 | D                                     | Â |
| Employee Stock Option (right to buy) | Â (1)            | 03/26/2021      | Common Stock | 3,014                      | \$ 84.67 | D                                     | Â |
| Performance Rights                   | Â (2)            | 12/31/2014      | Common Stock | 2,348                      | \$ (2)   | D                                     | Â |
| Performance Rights                   | Â (3)            | 12/31/2015      | Common Stock | 5,845                      | \$ (3)   | D                                     | Â |
| Performance Rights                   | Â (2)            | 12/31/2016      | Common Stock | 2,086                      | \$ (2)   | D                                     | Â |
| Restricted Stock Units               | Â (4)            | 10/29/2015      | Common Stock | 944                        | \$ (4)   | D                                     | Â |
| Restricted Stock Units               | Â (4)            | 03/27/2016      | Common Stock | 1,089                      | \$ (4)   | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Ziparo Peter M<br>VISTEON CORPORATION<br>ONE VILLAGE CENTER DRIVE<br>VAN BUREN TOWNSHIP, MI 48111 | Â             | Â         | Â V.P. & General Counsel | Â     |

## Signatures

Heidi A. Sepanik, Secretary, Visteon Corporation on behalf of Peter M. Ziparo 04/03/2014

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 one-third of the shares optioned after one year from the date of grant, two-thirds in two years and in full after three years.  
Each performance right represents a contingent right to receive one share of Visteon common stock. The performance rights vest based on
- (2) relative total shareholder return over a three year performance period and are payable in stock or cash at the election of the Company, subject to tax withholding.
- (3) 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 is payable in stock or cash at

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the election of the Company, subject to tax withholding.

- (4) 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 the Company) 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.

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