

VISTEON CORP  
Form 4  
August 12, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
LEULIETTE TIMOTHY D

(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)

08/10/2014

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)  
CEO and 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                                 |
| Common Stock                    | 08/10/2014 <sup>(1)</sup>            |                                                    | M                              |                                                                   | 28,419                                                                                        | A                                                        | 44,675                                                |
| Common Stock                    | 08/10/2014 <sup>(2)</sup>            |                                                    | F                              |                                                                   | 13,130                                                                                        | D                                                        | \$ 96.93 31,545                                       |
| Common Stock                    | 08/11/2014                           |                                                    | S                              |                                                                   | 15,289                                                                                        | D                                                        | \$ 96.855 16,256                                      |

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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                              |
| Restricted Stock Units                     | (1)                                                    | 08/10/2014 <sup>(1)</sup>            |                                                    | M                              | 28,419                                                                                  | (4) 08/10/2015                                           | Common Stock 28,419                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                                         | Relationships |           |                   |       |
|--------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                                        | Director      | 10% Owner | Officer           | Other |
| LEULIETTE TIMOTHY D<br>VISTEON CORPORATION<br>ONE VILLAGE CENTER DRIVE<br>VAN BUREN TOWNSHIP, MI 48111 | X             |           | CEO and President |       |

## Signatures

Heidi A. Sepanik, Secretary, Visteon Corporation, on behalf of Timothy D. Leuliette 08/12/2014

\_\_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).
- Each Restricted Stock Unit, which is the economic equivalent of one share of Visteon common stock, automatically vested on August 10, 2014 and was converted and paid to me in common stock without any election or action on my part. The value of each share was based on the fair market value of Visteon common stock as of August 8, 2014, the next preceding trading day.
- (1) The shares were withheld by Visteon to satisfy income tax withholding obligations arising in connection with the vesting of certain Restricted Stock Units. The value of each share was based on the fair market value of Visteon common stock as of August 8, 2014, the next preceding trading day.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96.61 to \$97.22, inclusive. The reporting person undertakes to provide to Visteon Corporation, its shareholders or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3)

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- Restricted Stock Units vest to the extent of 33% of the units granted each year following the first anniversary of August 10, 2012 until the
- (4) third anniversary of such date. Each Restricted Stock Unit will be converted and distributed to me, without payment, in stock (or cash at the election of Visteon), 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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