

VISTEON CORP  
Form 4  
February 02, 2017

**FORM 4**

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

OMB APPROVAL

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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 \*  
Robertson William M

(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)  
02/01/2017

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)  
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 02/01/2017 <sup>(1)</sup>            |  | M                              | 1,505   | A   | 1,836  | D                                 |
| Common Stock                    | 02/01/2017 <sup>(2)</sup>            |  | F                              | 529   | D   | \$ 90.46   | 1,307                             |
| Common Stock                    |                                      |  |                                |   |   | 1,300  | I                                 |
|                                 |                                      |  |                                |   |   |  | See Footnote (3)                  |

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**

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Performance Rights                         | (4)  | 02/01/2017                           |  | M                              | 1,505   | (4) 01/31/2017   | Common Stock 1,505  |

## Reporting Owners

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

## Signatures

Heidi A. Sepanik, Secretary, Visteon Corporation, on behalf of William M. Robertson 02/02/2017

\_\_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 performance right, which is the economic equivalent of one share of Visteon common stock 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 February 1, 2017.
  - (2) The shares were withheld by Visteon to satisfy income tax withholding obligations arising in connection with the vesting of certain performance rights. The value of each share was based on the fair market value of Visteon common stock as of February 1, 2017.
  - (3) These shares are owned by a parent of the reporting person and subject to a power of attorney that allows the reporting person to dispose of such shares.
  - (4) Each performance right represents a contingent right to receive one share of Visteon common stock. The performance rights vest based on a relative shareholder return goal over a three year performance period and are payable in stock or cash at the election of the Company.

## Edgar Filing: VISTEON CORP - Form 4

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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