

Lawande Sachin
Form 4
July 03, 2018

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 *
Lawande Sachin

(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)

06/29/2018

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 & 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: Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 06/29/2018 ⁽¹⁾ | | M | 51,774 | A | Ⓐ | 81,801 | D |
| Common Stock | 06/29/2018 ⁽¹⁾ | | M | 3,382 | A | Ⓐ | 85,183 | D |
| Common Stock | 06/29/2018 ⁽²⁾ | | F | 22,574 | D | \$ 129.92 | 62,609 | D |
| Common Stock | 07/02/2018 | | M ⁽³⁾ | 2,500 | A | \$ 72.98 | 65,109 | D |
| Common Stock | 07/02/2018 | | M ⁽³⁾ | 2,500 | A | \$ 62.76 | 67,609 | D |

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Common Stock 07/02/2018 S⁽³⁾ 5,000 D \$ 126.81 62,609 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 Share |
| Restricted Stock Units | <u>(1)</u> | 06/29/2018 | | M | 3,382 | 06/29/2018 06/29/2018 | Common Stock 3,382 |
| Restricted Stock Units | <u>(1)</u> | 06/29/2018 | | M | 51,774 | 06/29/2018 06/29/2018 | Common Stock 51,774 |
| Employee stock option (right to buy) | \$ 72.98 | 07/02/2018 | | M ⁽³⁾ | 2,500 | <u>(4)</u> 03/03/2023 | Common Stock 2,500 |
| Employee stock option (right to buy) | \$ 62.76 | 07/02/2018 | | M ⁽³⁾ | 2,500 | <u>(4)</u> 06/28/2022 | Common Stock 2,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lawande Sachin VISTEON CORPORATION ONE VILLAGE CENTER DRIVE | X | | CEO & President | |

VAN BUREN TOWNSHIP, MI 48111

Signatures

Heidi A. Sepanik, Secretary, Visteon Corporation on behalf of Sachin S.
Lawande

07/03/2018

__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 June 29, 2018 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 June 29, 2018.
 - (1) 2018 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 June 29, 2018.
 - (2) These 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 June 29, 2018.
 - (3) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 15, 2017.
 - (4) 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.

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