

Sharnas Michael Kenneth
 Form 4
 October 05, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
 Sharnas Michael Kenneth

(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 [VSTNQ]

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/01/2010

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)
 V.P. & General Counsel

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 10/01/2010 | | J ⁽¹⁾ | 21,072 D \$ 0 ₍₁₎ | 0 | D | |
| Common Stock ⁽²⁾ | 10/01/2010 | | A | 70,000 A <u>2</u> 70,000 | | D | |

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

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SEC 1474
 (9-02)

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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 | \$ 4.76 | 10/01/2010 | | J ⁽¹⁾ | 11,148 | <u>(1)</u> | <u>(1)</u> | Common Stock | 11,148 |
| Employee Stock Option (right to buy) | \$ 8.98 | 10/01/2010 | | J ⁽¹⁾ | 8,850 | <u>(1)</u> | <u>(1)</u> | Common Stock | 8,850 |
| Restricted Stock Units | <u>(1)</u> | 10/01/2010 | | J ⁽¹⁾ | 4,098 | <u>(1)</u> | <u>(1)</u> | Common Stock | 4,098 |
| Stock Appreciation Right | \$ 8.98 | 10/01/2010 | | J ⁽¹⁾ | 8,850 | <u>(1)</u> | <u>(1)</u> | Common Stock | 8,850 |
| Stock Appreciation Right | \$ 3.63 | 10/01/2010 | | J ⁽¹⁾ | 19,583 | <u>(1)</u> | <u>(1)</u> | Common Stock | 19,583 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sharnas Michael Kenneth VISTEON CORPORATION ONE VILLAGE CENTER DRIVE VAN BUREN TOWNSHIP, MI 48111 | | | V.P. & General Counsel | |

Signatures

Heidi A. Sepanik, Secretary, Visteon Corporation on behalf of Michael K. Sharnas 10/05/2010

__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).

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- Pursuant to the Company's Fifth Amended Joint Plan of Reorganization, which was approved by the United States Bankruptcy Court for the District of Delaware, each outstanding share and each restricted stock unit of Visteon Common stock and any stock option unexercised prior to the Company's emergence from bankruptcy was cancelled effective October 1, 2010.
- (1)

- These shares are an award of common stock under the Company's 2010 Incentive Plan, acquired without payment by me. These shares
- (2) are restricted from sale, with restrictions lapsing on one sixth of the shares twenty-one days after the date of grant, one sixth after one year from the date of grant, one third after two years from the date of grant and in full after three years.

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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