

VISTEON CORP
Form 4
March 13, 2007

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 *
PALMER JAMES F

(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)
03/11/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | 03/11/2007 | | D ⁽¹⁾ | 100,000 | D \$ 0 0 | 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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Security (Instr. 3 and 4) | 8. Amount of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------|
| Restricted Stock Units | <u>(2)</u> | 03/11/2007 | | D ⁽³⁾ | 75,000 | <u>(4)</u> 06/02/2009 | Common Stock | 75 |
| Restricted Stock Units | <u>(2)</u> | 03/11/2007 | | D ⁽³⁾ | 84,067 | 03/10/2008 03/10/2008 | Common Stock | 84 |
| Restricted Stock Units | <u>(2)</u> | 03/11/2007 | | D ⁽³⁾ | 50,000 | 09/14/2007 09/14/2007 | Common Stock | 50 |
| Restricted Stock Units | <u>(2)</u> | 03/11/2007 | | D ⁽³⁾ | 101,759 | 02/06/2009 02/06/2009 | Common Stock | 10 |
| Employee Stock Option (Right to Buy) | \$ 11.05 | 03/11/2007 | | D ⁽⁵⁾ | 60,000 | <u>(6)</u> 06/01/2009 | Common Stock | 60 |
| Employee Stock Option (Right to Buy) | \$ 6.245 | 03/11/2007 | | D ⁽⁵⁾ | 79,582 | <u>(6)</u> 03/09/2010 | Common Stock | 79 |
| Stock Appreciation Right | \$ 4.76 | 03/11/2007 | | D ⁽⁷⁾ | 155,998 | <u>(8)</u> 02/04/2011 | Common Stock | 15 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PALMER JAMES F VISTEON CORPORATION ONE VILLAGE CENTER DRIVE VAN BUREN TOWNSHIP, MI 48111 | | | Executive Vice President | |

Signatures

Heidi A. Sepanik, Secretary, Visteon Corporation on behalf of James F. Palmer

03/13/2007

**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) These shares were forfeited pursuant to the terms of the Company's 2004 Incentive Plan.

(2) Each Restricted Stock Unit will be converted and distributed to me, without payment, in cash upon vesting and based upon the then current market value of a share of Visteon common stock, subject to tax withholding.

(3) These Restricted Stock Units were forfeited pursuant to the terms of the Company's 2004 Incentive Plan.

(4) Restricted Stock Units vest as follows: 25,00 units after two years from the date of grant; and an additional 25,000 units each year following the second anniversary until the fifth anniversary of the date of grant. Each Restricted Stock Unit will be converted and distributed to me, without payment, in cash upon vesting and based upon the then current market value of a share of Visteon common stock, subject to tax withholding

(5) These options were forfeited pursuant to the terms of the Company's 2004 Incentive Plan.

(6) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant, 66% in two years and in full after three years.

(7) These stock appreciation rights were forfeited pursuant to the terms of the Company's 2004 Incentive Plan.

(8) The stock appreciation right is exercisable to the extent of 33% of the shares optioned after one year from the date of grant, 66% in two years 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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