

Sharnas Michael Kenneth  
 Form 4  
 October 05, 2010

**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 \*  
 Sharnas Michael Kenneth

2. Issuer Name and Ticker or Trading Symbol  
 VISTEON CORP [VSTNQ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 VISTEON CORPORATION, ONE VILLAGE CENTER DRIVE  
 (Street)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 V.P. & General Counsel

VAN BUREN TOWNSHIP, MI 48111

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)
Common Stock	10/01/2010		J <sup>(1)</sup>	21,072 D	\$ 0 <u>(1)</u>	0	D
Common Stock <sup>(2)</sup>	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 <sup>(1)</sup>	11,148	<u>(1)</u> <u>(1)</u>	Common Stock 11,148
Employee Stock Option (right to buy)	\$ 8.98	10/01/2010		J <sup>(1)</sup>	8,850	<u>(1)</u> <u>(1)</u>	Common Stock 8,850
Restricted Stock Units	<u>(1)</u>	10/01/2010		J <sup>(1)</sup>	4,098	<u>(1)</u> <u>(1)</u>	Common Stock 4,098
Stock Appreciation Right	\$ 8.98	10/01/2010		J <sup>(1)</sup>	8,850	<u>(1)</u> <u>(1)</u>	Common Stock 8,850
Stock Appreciation Right	\$ 3.63	10/01/2010		J <sup>(1)</sup>	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  
 \_\_\_\_\_  
 \*\*Signature of Reporting Person

10/05/2010  
 \_\_\_\_\_  
 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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