#### Edgar Filing: Pallash Robert C - Form 4

Form 4	C									
February 28, 2	2007									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL		
-	Washington, D.C. 20549							OMB Number:	3235-0287	
Check this if no longer subject to Section 16. Form 4 or	ENT OF	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires:January 31, 2005Estimated averageburden hours per response0.5			
Form 5 obligations may contin <i>See</i> Instruct 1(b).	ue. Section 17(a)	) of the Pu	ıblic Uti	lity Hold	ing Com		ge Act of 1934, of 1935 or Section 40	n		
(Print or Type Re	sponses)									
1. Name and Address of Reporting Person <u>*</u> Pallash Robert C			2. Issuer Name and Ticker or Trading Symbol VISTEON CORP [VC]			5. Relationship of Issuer				
(Last)	(First) (M	iddle) 3	. Date of ]	Earliest Tra	insaction		(Cnec	k all applicable	e)	
VISTEON CORPORATION, ONE VILLAGE CENTER DRIVE			(Month/Day/Year) 02/26/2007				Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President			
				Amendment, Date Original (Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
VAN BUREN TOWNSHIP,							Form filed by M Person	fore than One R	eporting	
(City)	(State) (Z	Zip)	Table	I - Non-De	erivative S	Securities Ac	quired, Disposed of	, or Beneficia	lly Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	4. Securit onAcquired Disposed (Instr. 3, Amount	(A) or of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

Common Stock

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 required to respond unless the form displays a currently valid OMB control number.

D

11,359

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

#### 1. Title of 3. Transaction Date 3A. Deemed 4. 2. 5. Number of 6. Date Exercisable and 7. Title and Amoun Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative Expiration Date Underlying Securit Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4) Price of (Month/Day/Year) (Instr. 3) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Amo Expiration Date or Title Exercisable Date Num Code V (A) (D) of Sh Restricted Common (1) 02/26/2007 Α 22,950 12/31/2009 12/31/2009 22.9 Stock Units Stock Employee Common (2) Stock Option \$ 8.98 02/26/2007 49,565 02/25/2014 49.5 Α Stock (right to buy) Stock Common 49,565 (3) 02/25/2014 49.5 Appreciation \$ 8.98 02/26/2007 А Stock Right Stock Common 02/26/2009 02/25/2014 Appreciation \$ 8.98 02/26/2007 Α 50,000 50,0 Stock Right

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Pallash Robert C VISTEON CORPORATION ONE VILLAGE CENTER DRIVE VAN BUREN TOWNSHIP, MI 48111			Senior Vice President			

## Signatures

Heidi A. Sepanik, Secretary, Visteon Corporation on behalf of Robert C. Pallash	02/28/2007
**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).
- Each Restricted Stock Unit will be converted and distributed to me, without payment, in cash on March 1, 2010, based upon the then (1)current market value of a share of Visteon common stock on the vesting date, subject to tax withholding.
- The option is exercisable to the extent of 33% of the shares optioned on January 1, 2008, 66% on January 1, 2009 and in full on January (2) 1, 2010.
- The stock appreciation rights are exercisable to the extent of 33% of the rights granted on January 1, 2008, 66% on January 1, 2009 and in (3) full on Janaury 1, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

#### **Reporting Owners**

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