

STEBBINS DONALD J

Form 4

August 14, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STEBBINS DONALD J

(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)

08/10/2012

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)

Former Chairman and CEO

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)
Common Stock <sup>(1)</sup>	08/10/2012 <sup>(1)</sup>		F	99,734	D	\$ 38.8	203,154 D
Common Stock <sup>(2)</sup>	08/10/2012		D <sup>(2)</sup>	22,266	D	\$ 0	180,888 D

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  
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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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 74.08	08/10/2012		D <sup>(3)</sup>	82,071	<sup>(4)</sup> 03/07/2021	Common Stock	82,071
Employee Stock Option (right to buy)	\$ 53.57	08/10/2012		D <sup>(3)</sup>	45,070	<sup>(4)</sup> 02/27/2022	Common Stock	45,070
Performance Right	<sup>(5)</sup>	08/10/2012		D <sup>(6)</sup>	33,920	<sup>(5)</sup> 12/31/2014	Common Stock	33,920

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEBBINS DONALD J VISTEON CORPORATION ONE VILLAGE CENTER DRIVE VAN BUREN TOWNSHIP, MI 48111	X		Former Chairman and CEO	

## Signatures

Heidi A. Sepanik, Secretary, Visteon Corporation on behalf of Donald J. Stebbins 08/14/2012

\_\_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) The shares were withheld by Visteon to satisfy income tax withholding obligations arising in connection with the vesting of certain shares of restricted common stock. The value of each share was based on the fair market value of Visteon common stock as of August 10, 2012.
- (2) These shares of restricted common stock were forfeited in connection with Mr. Stebbins's departure from the Company.
- (3) These stock options were forfeited in connection with Mr. Stebbins's departure from the Company.
- (4) 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.
- (5)

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Each performance right represents a contingent right to receive one share of Visteon common stock. The vesting of the performance rights is based on relative shareholder return over a three year performance period and payable in stock or cash at the election of Visteon, subject to tax withholding.

(6) These performance rights were forfeited in connection with Mr. Stebbins's departure from the Company.

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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