

VISTEON CORP
Form 4
August 12, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEULIETTE TIMOTHY D

(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)

08/10/2014

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)

CEO and President

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/10/2014 ⁽¹⁾		M	28,419	A	44,675	D
Common Stock	08/10/2014 ⁽²⁾		F	13,130	D	\$ 96.93 31,545	D
Common Stock	08/11/2014		S	15,289	D	\$ 96.855 16,256	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**

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
Restricted Stock Units	(1)	08/10/2014 ⁽¹⁾		M	28,419	(4) 08/10/2015	Common Stock 28,419

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEULIETTE TIMOTHY D VISTEON CORPORATION ONE VILLAGE CENTER DRIVE VAN BUREN TOWNSHIP, MI 48111	X		CEO and President	

Signatures

Heidi A. Sepanik, Secretary, Visteon Corporation, on behalf of Timothy D. Leuliette

08/12/2014

__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, which is the economic equivalent of one share of Visteon common stock, automatically vested on August 10, 2014 and was converted and paid to me in common stock without any election or action on my part. The value of each share was based on the fair market value of Visteon common stock as of August 8, 2014, the next preceding trading day.

The shares were withheld by Visteon to satisfy income tax withholding obligations arising in connection with the vesting of certain Restricted Stock Units. The value of each share was based on the fair market value of Visteon common stock as of August 8, 2014, the next preceding trading day.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96.61 to \$97.22, inclusive. The reporting person undertakes to provide to Visteon Corporation, its shareholders or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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- Restricted Stock Units vest to the extent of 33% of the units granted each year following the first anniversary of August 10, 2012 until the
- (4) third anniversary of such date. Each Restricted Stock Unit will be converted and distributed to me, without payment, in stock (or cash at the election of Visteon), subject to tax withholding

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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