

VISTEON CORP  
Form 4  
March 03, 2015

**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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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Widgren Michael 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)

02/28/2015

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 \_\_\_\_\_ Other (specify  
below) below)

SVP &amp; Chief Accounting Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/28/2015 <sup>(1)</sup>		M		1,986	A	<u>(1)</u>	14,041	D
Common Stock	02/28/2015 <sup>(2)</sup>		F		630	D	\$ 100.89	13,411	D
Common Stock	02/28/2015 <sup>(3)</sup>		F		181	D	\$ 100.89	13,230	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)

**displays a currently valid OMB control number.**

**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
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Performance Rights	(4)	02/28/2015		D(5)	1,595	(4) 12/31/2014	Common Stock	1,595
Performance Rights	(4)	02/28/2015		M	1,986	(4) 12/31/2014	Common Stock	1,986

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Widgren Michael J VISTEON CORPORATION ONE VILLAGE CENTER DRIVE VAN BUREN TOWNSHIP, MI 48111	SVP & Chief Accounting Officer

## Signatures

Heidi A. Sepanik, Secretary, Visteon Corporation, on behalf of Michael J. Widgren 03/03/2015

\_\_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 Performance Rights automatically vested on February 28, 2015 and were converted and paid to me in stock without any election or action on my part. The value of each right was based on the fair market value of Visteon common stock as of February 27, 2015, the next preceding trading day.

(2) The shares were withheld by Visteon to satisfy income tax withholding obligations arising in connection with the vesting of certain Performance Rights. The value of each share was based on the fair market value of Visteon common stock as of February 27, 2015, the next preceding trading day.

(3) 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 February 27,

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2015, the next preceding trading day.

- (4) Each Performance Right represents a contingent right to receive one share of Visteon common stock. The Performance Rights vested based on relative total shareholder return over a three year performance period and were paid in stock at the election of the Company.
- (5) These Performance Rights were forfeited due to the performance criteria being met partially.

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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