VISTEON CORP
Form 4
September 25, 2006

FORM 4

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

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person [*]
Pardus Capital Management L.P.

(Last) (First) (Middle)

1001 AVENUE OF THE AMERICAS, SUITE 1100

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/22/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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, par value $1.00 per share	09/22/2006		P		65,000	A	$ 8.28	16,065,000	I	See footnote below (1)
Common Stock, par value $1.00 per share	09/22/2006		P		50,000	A	$ 8.3	16,115,000	I	See footnote below (1)
Common Stock, par value $1.00 per share	09/22/2006		P		65,000	A	$ 8.31	16,180,000	I	See footnote below (1)

Common Stock, par value $1.00 per share	09/22/2006		P	253,200	A	$ 8.33	16,433,200	I	See footnote below (1)
Common Stock, par value $1.00 per share	09/22/2006		P	12,500	A	$ 8.34	16,445,700	I	See footnote below (1)
Common Stock, par value $1.00 per share	09/22/2006		P	1,100	A	$ 8.35	16,446,800	I	See footnote below (1)
Common Stock, par value $1.00 per share	09/22/2006		P	6,900	A	$ 8.36	16,453,700	I	See footnote below (1)
Common Stock, par value $1.00 per share	09/22/2006		P	11,800	A	$ 8.37	16,465,500	I	See footnote below (1)
Common Stock, par value $1.00 per share	09/22/2006		P	18,400	A	$ 8.38	16,483,900	I	See footnote below (1)
Common Stock, par value $1.00 per share	09/22/2006		P	700	A	$ 8.39	16,484,600	I	See footnote below (1)
Common Stock, par value $1.00 per share	09/22/2006		P	104,000	A	$ 8.4	16,588,600	I	See footnote below (1)
Common Stock, par value $1.00 per share	09/22/2006		P	100	A	$ 8.41	16,588,700	I	See footnote below (1)
Common Stock, par value $1.00 per share	09/22/2006		P	3,500	A	$ 8.42	16,592,200	I	See footnote below (1)
Common Stock, par value $1.00 per share	09/22/2006		P	5,200	A	$ 8.43	16,597,400	I	See footnote below (1)
	09/22/2006		P	26,500	A		16,623,900	I	

Common Stock, par value $1.00 per share					$ 8.44			See footnote below (1)
Common Stock, par value $1.00 per share	09/22/2006	P	135,300	A	$ 8.45	16,759,200	I	See footnote below (1)
Common Stock, par value $1.00 per share	09/22/2006	P	130,700	A	$ 8.46	16,889,900	I	See footnote below (1)
Common Stock, par value $1.00 per share	09/22/2006	P	15,700	A	$ 8.47	16,905,600	I	See footnote below (1)
Common Stock, par value $1.00 per share	09/22/2006	P	40,600	A	$ 8.48	16,946,200	I	See footnote below (1)
Common Stock, par value $1.00 per share	09/22/2006	P	8,200	A	$ 8.49	16,954,400	I	See footnote below (1)
Common Stock, par value $1.00 per share	09/22/2006	P	44,400	A	$ 8.5	16,998,800	I	See footnote below (1)
Common Stock, par value $1.00 per share	09/22/2006	P	30,500	A	$ 8.52	17,029,300	I	See footnote below (1)
Common Stock, par value $1.00 per share	09/22/2006	P	165,100	A	$ 8.55	17,194,400	I	See footnote below (1)
Common Stock, par value $1.00 per share	09/22/2006	P	305,600	A	$ 8.61	17,500,000	I	See footnote below (1)

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.

SEC 1474 (9-02)

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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
								Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
				Code	V	(A)	(D)						

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pardus Capital Management L.P. 1001 AVENUE OF THE AMERICAS SUITE 1100 NEW YORK, NY 10018		X		

Signatures

/s/ Karim Samii***	09/25/2006
**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 securities beneficially owned by Pardus Capital Management L.P., a Delaware limited partnership ("PCM") for which Pardus Capital Management LLC, a Delaware limited liability company (the "Manager"), serves as general partner, are owned directly by Pardus European Special Opportunities Master Fund L.P., a limited partnership formed under the laws of the Cayman Islands (the "Fund"). PCM is deemed to be the indirect beneficial owner of the securities reported herein by reason of its position as investment manager of the Fund. PCM disclaims beneficial ownership of any and all such securities in excess of their actual pecuniary interest.

Remarks:
*** In his capacity as the sole member of Pardus Capital Management LLC, the sole general partner of Pardus Capital Management L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.