

VISTEON CORP  
Form 4  
June 08, 2007

**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  
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(Print or Type Responses)

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

(Last) (First) (Middle)

590 MADISON AVENUE, SUITE  
25E

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

VISTEON CORP [VC]

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

06/06/2007

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	06/06/2007		P		13,400	A	\$ 7.87	22,513,400	I	See footnote <u>(1)</u>
Common Stock, par value \$1.00 per share	06/06/2007		P		3,400	A	\$ 7.88	22,516,800	I	See footnote <u>(1)</u>
Common Stock, par value \$1.00 per share	06/06/2007		P		5,900	A	\$ 7.89	22,522,700	I	See footnote <u>(1)</u>

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Common Stock, par value \$1.00 per share	06/06/2007	P	10,900	A	\$ 7.9	22,533,600	I	See footnote (1)
Common Stock, par value \$1.00 per share	06/06/2007	P	2,700	A	\$ 7.92	22,536,300	I	See footnote (1)
Common Stock, par value \$1.00 per share	06/06/2007	P	2,700	A	\$ 7.93	22,539,000	I	See footnote (1)
Common Stock, par value \$1.00 per share	06/06/2007	P	5,200	A	\$ 7.94	22,544,200	I	See footnote (1)
Common Stock, par value \$1.00 per share	06/06/2007	P	41,500	A	\$ 7.95	22,585,700	I	See footnote (1)
Common Stock, par value \$1.00 per share	06/06/2007	P	19,000	A	\$ 7.96	22,604,700	I	See footnote (1)
Common Stock, par value \$1.00 per share	06/06/2007	P	27,100	A	\$ 7.97	22,631,800	I	See footnote (1)
Common Stock, par value \$1.00 per share	06/06/2007	P	9,500	A	\$ 7.98	22,641,300	I	See footnote (1)
Common Stock, par value \$1.00 per share	06/06/2007	P	29,700	A	\$ 7.99	22,671,000	I	See footnote (1)
Common Stock, par value \$1.00 per share	06/06/2007	P	139,300	A	\$ 8	22,810,300	I	See footnote (1)
Common Stock, par value \$1.00 per share	06/06/2007	P	14,700	A	\$ 8.01	22,825,000	I	See footnote (1)
	06/07/2007	P	8,900	A		22,833,900	I	

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Common Stock, par value \$1.00 per share					\$ 7.85			See footnote (1)
Common Stock, par value \$1.00 per share	06/07/2007	P	3,200	A	\$ 7.86	22,837,100	I	See footnote (1)
Common Stock, par value \$1.00 per share	06/07/2007	P	8,500	A	\$ 7.87	22,845,600	I	See footnote (1)
Common Stock, par value \$1.00 per share	06/07/2007	P	25,400	A	\$ 7.88	22,871,000	I	See footnote (1)
Common Stock, par value \$1.00 per share	06/07/2007	P	45,400	A	\$ 7.89	22,916,400	I	See footnote (1)
Common Stock, par value \$1.00 per share	06/07/2007	P	21,500	A	\$ 7.9	22,937,900	I	See footnote (1)
Common Stock, par value \$1.00 per share	06/07/2007	P	3,900	A	\$ 7.91	22,941,800	I	See footnote (1)
Common Stock, par value \$1.00 per share	06/07/2007	P	65,400	A	\$ 7.92	23,007,200	I	See footnote (1)
Common Stock, par value \$1.00 per share	06/07/2007	P	6,600	A	\$ 7.93	23,013,800	I	See footnote (1)
Common Stock, par value \$1.00 per share	06/07/2007	P	3,000	A	\$ 7.94	23,016,800	I	See footnote (1)
Common Stock, par value \$1.00 per share	06/07/2007	P	4,800	A	\$ 7.95	23,021,600	I	See footnote (1)
	06/07/2007	P	2,700	A		23,024,300	I	

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Common Stock, par value \$1.00 per share					\$ 7.96				See footnote (1)
Common Stock, par value \$1.00 per share	06/07/2007	P	700	A	\$ 7.97	23,025,000	I		See footnote (1)
Common Stock, par value \$1.00 per share	06/07/2007	P	5,800	A	\$ 7.99	23,030,800	I		See footnote (1)
Common Stock, par value \$1.00 per share	06/07/2007	P	169,200	A	\$ 8	23,200,000	I		See footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pardus Capital Management L.P. 590 MADISON AVENUE		X		

SUITE 25E  
NEW YORK, NY 10022

## Signatures

/s/ Karim

06/08/2007

Samii(2)

\_\_\_\_\_  
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).

- 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 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 and it possesses sole power to vote and direct the disposition of all securities held by the Fund. PCM disclaims beneficial ownership of any and all such securities in excess of its actual pecuniary interest.
- (1)

### Remarks:

- (2) Mr. Samii is signing 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.

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