

VISTEON CORP

Form 4

June 11, 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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Park Yong Hwan

(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)

06/09/2015

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)

CEO, HVCC

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	06/09/2015 ⁽¹⁾		M		36,031	A	<u>(1)</u>	36,031	D
Common Stock	06/09/2015 ⁽¹⁾		D		36,031	D	\$ 108.96	0	D
Common Stock	06/09/2015 ⁽²⁾		M		2,908	A	<u>(2)</u>	2,908	D
Common Stock	06/09/2015 ⁽²⁾		D		2,908	D	\$ 108.96	0	D

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

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(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)	Amount or Number of Shares
Performance Rights	(3)	06/09/2015		M	36,031	(3) 12/31/2015	Common Stock	36,031
Restricted Stock Units	(4)	06/09/2015		M	2,908	(4) 10/29/2015	Common Stock	2,908

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Park Yong Hwan VISTEON CORPORATION ONE VILLAGE CENTER DRIVE VAN BUREN TOWNSHIP, MI 48111			CEO, HVCC	

Signatures

Heidi A. Sepanik, Secretary, Visteon Corporation, on behalf of Yong Hwan Park 06/11/2015

__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 vested on June 9, 2015 and were converted and paid to me in cash 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 June 9, 2015. No shares of common stock were acquired or sold in connection with the vesting of these Performance Rights.

(2) Each Restricted Stock Unit, which is the economic equivalent of one share of Visteon common stock, vested on June 9, 2015 based on the occurrence of a change in control as defined in the applicable plan or award agreement, and was converted and paid to me in cash without any election or action on my part. The value of each unit was based on the fair market value of Visteon common stock as of June 9, 2015. No shares of common stock were acquired or sold in connection with the vesting of these Restricted Stock Units.

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(3) Each Performance Right represents a contingent right to receive one share of Visteon common stock. The Performance Rights vested based on a total shareholder return goal over the performance period and were paid in cash at the election of the Company. The performance period concluded as of June 8, 2015, based on the occurrence of a change in control as defined in the applicable award agreement.

(4) Restricted Stock Units vest to the extent of 33% of the units granted each year following the first anniversary of the date of grant until the third anniversary of the date of grant. Each Restricted Stock Unit will be converted and distributed to me, without payment, in cash upon vesting and based upon the then current market value of a share of Visteon common stock, 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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