

Sharnas Michael Kenneth

Form 4

October 05, 2010

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 *
Sharnas Michael Kenneth

(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 [VSTNQ]

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

10/01/2010

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 below) ____ Other (specify below)

V.P. & General Counsel

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 (D)			
Common Stock	10/01/2010		J ⁽¹⁾	21,072	D	\$ 0 ⁽¹⁾	0	D
Common Stock ⁽²⁾	10/01/2010		A	70,000	A	<u>(2)</u>	70,000	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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(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
Stock Appreciation Right	\$ 4.76	10/01/2010		J ⁽¹⁾	11,148	⁽¹⁾ ⁽¹⁾	Common Stock 11,148
Employee Stock Option (right to buy)	\$ 8.98	10/01/2010		J ⁽¹⁾	8,850	⁽¹⁾ ⁽¹⁾	Common Stock 8,850
Restricted Stock Units	⁽¹⁾	10/01/2010		J ⁽¹⁾	4,098	⁽¹⁾ ⁽¹⁾	Common Stock 4,098
Stock Appreciation Right	\$ 8.98	10/01/2010		J ⁽¹⁾	8,850	⁽¹⁾ ⁽¹⁾	Common Stock 8,850
Stock Appreciation Right	\$ 3.63	10/01/2010		J ⁽¹⁾	19,583	⁽¹⁾ ⁽¹⁾	Common Stock 19,583

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sharnas Michael Kenneth VISTEON CORPORATION ONE VILLAGE CENTER DRIVE VAN BUREN TOWNSHIP, MI 48111	V.P. & General Counsel

Signatures

Heidi A. Sepanik, Secretary, Visteon Corporation on behalf of Michael K. Sharnas 10/05/2010

__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).

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- Pursuant to the Company's Fifth Amended Joint Plan of Reorganization, which was approved by the United States Bankruptcy Court for the District of Delaware, each outstanding share and each restricted stock unit of Visteon Common stock and any stock option unexercised prior to the Company's emergence from bankruptcy was cancelled effective October 1, 2010.
- (1)

- These shares are an award of common stock under the Company's 2010 Incentive Plan, acquired without payment by me. These shares
- (2) are restricted from sale, with restrictions lapsing on one sixth of the shares twenty-one days after the date of grant, one sixth after one year from the date of grant, one third after two years from the date of grant and in full after three years.

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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