Sharnas Michael Kenneth Form 4 October 31, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box

if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instruction

1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Sharnas Michael Kenneth

(First) (Middle) (Last)

VISTEON CORPORATION, ONE VILLAGE CENTER DRIVE

(State)

(Street)

VAN BUREN TOWNSHIP, MI 48111

(City)

Common

Stock

2. Issuer Name and Ticker or Trading

Symbol

VISTEON CORP [VC] 3. Date of Earliest Transaction

(Month/Day/Year) 10/29/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

10% Owner

Director X_ Officer (give title Other (specify below)

S.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 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

(A)

or

5. Amount of Securities Beneficially Owned **Following** Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

40,595

D

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)

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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D	Date Exercisable and spiration Date Interpretation Date Interpretation Date Interpretation (Interpretation Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar	
Restricted Stock Units	<u>(1)</u>	10/29/2012		A	14,535	<u>(1)</u>	10/29/2015	Common Stock	14,53	
Performance Rights	<u>(2)</u>	10/29/2012		A	60,053	(2)	12/31/2015	Common Stock	60,05	

Reporting Owners

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

Signatures

Heidi A. Sepanik, Secretary, Visteon Corporation on behalf of Michael K. Sharnas

10/31/2012

**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).
- Restricted Stock Units vest to the extent of 33% of the units granted each year following the first anniverary of the date of grant until the (1) third anniverary of the date of grant. Each Restricted Stock Unit will be converted and distributed to me, without payment, in stock (or cash at the election of Visteon), subject to tax withholding.
- Each performance right represents a contingent right to receive one share of Visteon common stock. The vesting of the performance (2) rights is based on achievement of a total shareholder return goal during a three year performance period, and is payable in stock (or cash at the election of Visteon), 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. 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.

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