

HOLMES MAX  
Form 4  
August 02, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PLAINFIELD ASSET MANAGEMENT LLC**

(Last) (First) (Middle)

333 LUDLOW STREET,

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**07/29/2010**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)

See Footnotes (1)(2)(3)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Ownership (Instr. 4)  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |  |
| Common Stock, par value \$1.00  | 07/29/2010                           |  | J <sup>(1)</sup>               | 45,125 D  | \$ 0<br><u>(1)</u>  | 2,015,001 <u>(1)</u>                                     | I <u>(1)</u> <u>(2)</u> <u>(3)</u><br>By Plainfield Liquid Strategies Master Fund Limited <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$1.00  | 07/29/2010                           |  | J <sup>(1)</sup>               | 2,626 A   | \$ 0<br><u>(1)</u>  | 2,015,001 <u>(1)</u>                                     | I <u>(1)</u> <u>(2)</u> <u>(3)</u><br>By Max Holmes <u>(1)</u> <u>(2)</u> <u>(3)</u>                                       |

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (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

PLAINFIELD ASSET MANAGEMENT LLC  
333 LUDLOW STREET  
STAMFORD, CT 06902

See Footnotes (1)(2)(3)

Plainfield Special Situations Master Fund II Ltd  
C/O PLAINFIELD ASSET MANAGEMENT LLC  
333 LUDLOW STREET  
STAMFORD, CT 06902

See Footnotes (1)(2)(3)

Plainfield OC Master Fund Ltd  
C/O PLAINFIELD ASSET MANAGEMENT LLC  
333 LUDLOW STREET  
STAMFORD, CT 06902

See Footnotes (1)(2)(3)

Plainfield Liquid Strategies Master Fund Ltd  
C/O PLAINFIELD ASSET MANAGEMENT LLC  
333 LUDLOW STREET  
STAMFORD, CT 06902

See Footnotes (1)(2)(3)

HOLMES MAX  
C/O PLAINFIELD ASSET MANAGEMENT LLC  
333 LUDLOW STREET  
STAMFORD, CT 06902

See Footnotes (1)(2)(3)

## Signatures

|  |            |
|--|------------|
| /s/ Thomas X. Fritsch PLAINFIELD SPECIAL SITUATIONS MASTER FUND II LIMITED Authorized Individual | 08/02/2010 |
| __Signature of Reporting Person  | Date       |
| /s/ Thomas X. Fritsch PLAINFIELD OC MASTER FUND LIMITED Authorized Individual                    | 08/02/2010 |
| __Signature of Reporting Person  | Date       |
| /s/ Thomas X. Fritsch PLAINFIELD LIQUID STRATEGIES MASTER FUND LIMITED Authorized Individual     | 08/02/2010 |
| __Signature of Reporting Person  | Date       |
| /s/ Thomas X. Fritsch PLAINFIELD ASSET MANAGEMENT LLC Managing Director and General Counsel      | 08/02/2010 |
| __Signature of Reporting Person  | Date       |
| /s/ Thomas X. Fritsch MAX HOLMES Attorney-in-Fact***   | 08/02/2010 |
| __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).
- (1) See Exhibit 99.1
- (2) See Exhibit 99.1
- (3) See Exhibit 99.1

### Remarks:

\* Duly authorized pursuant to Limited Power of Attorney, dated February 1, 2007, by and on behalf of Max Holmes, appointing

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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