

VISTEON CORP

Form 4

March 08, 2016

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 *
Ziparo Peter M

(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)

03/04/2016

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 Ownership (Instr. 4)
Common Stock	03/05/2016 ⁽¹⁾		M	304	A	4,572	D
Common Stock	03/05/2016 ⁽²⁾		F	97	D	\$ 72.98	4,475 D

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

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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
Employee Stock Option (right to buy)	\$ 72.98	03/04/2016		A		4,023		<u>(3)</u>	03/03/2023	Common Stock	4,023
Performance Rights	<u>(4)</u>	03/04/2016		A		2,247		<u>(4)</u>	01/31/2019	Common Stock	2,247
Restricted Stock Units	<u>(5)</u>	03/04/2016		A		1,516		<u>(5)</u>	03/04/2019	Common Stock	1,516
Restricted Stock Units	<u>(1)</u>	03/05/2016		M		304		<u>(5)</u>	03/05/2018	Common Stock	304

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ziparo Peter M 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 Peter M. Ziparo 03/08/2016

__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).

Each Restricted Stock Unit, which is the economic equivalent of one share of Visteon common stock, automatically vested on March 5, 2016 and was converted and paid to me in common stock without any election or action on my part. The value of each share was based on the fair market value of Visteon common stock as of March 4, 2016, the next preceding trading day.

The shares were withheld by Visteon to satisfy income tax withholding obligations arising in connection with the vesting of certain Restricted Stock Units. The value of each share was based on the fair market value of Visteon common stock as of March 4, 2016, the next preceding trading day.

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- (3) The option is exercisable to the extent of one third of the shares optioned after one year from the date of grant, two-thirds in two years and in full after three years.

Each performance right represents a contingent right to receive one share of Visteon common stock. The vesting of the performance

(4) rights is based on relative total shareholder return over a three year performance period and payable in stock or cash at the election of Visteon, subject to tax withholding.

- 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
- (5) third anniversary of the date of grant. Each Restricted Stock Unit will be converted and distributed to me, without payment, in cash or stock at the election of Visteon, 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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