

JOHNSTON MICHAEL F
Form 4
February 28, 2007

FORM 4

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

OMB APPROVAL

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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 *
JOHNSTON MICHAEL F

(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)
02/26/2007

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) Other (specify below)
Chairman & C.E.O.

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 232,572 | D | |
| Common Stock | | | | | 0 ⁽¹⁾ | I | By Company Plan |

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

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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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nun Sha |
| Restricted Stock Units | (2) | 02/26/2007 | | A | 185,133 | 12/31/2009 | 12/31/2009 | Common Stock | 18 |
| Employee Stock Option (right to buy) | \$ 8.98 | 02/26/2007 | | A | 399,831 | (3) | 02/25/2014 | Common Stock | 39 |
| Stock Appreciation Right | \$ 8.98 | 02/26/2007 | | A | 399,831 | (4) | 02/25/2014 | Common Stock | 39 |
| Stock Appreciation Right | \$ 8.98 | 02/26/2007 | | A | 300,000 | 02/26/2009 | 02/25/2014 | Common Stock | 30 |
| DCP Visteon Stock Fund Units | (5) | | | | | (5) | (5) | Common Stock | 47 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSTON MICHAEL F VISTEON CORPORATION ONE VILLAGE CENTER DRIVE VAN BUREN TOWNSHIP, MI 48111 | X | | Chairman & C.E.O. | |

Signatures

Heidi A. Sepanik, Secretary, Visteon Corporation on behalf of Michael F. Johnston 02/28/2007

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) Since the date of the reporting person's last report, 256 shares previously owned through the Visteon investment Plan were involuntarily sold by the plan administrator due to the elimination of the Visteon Stock Fund as an investment option.

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- (2) Each Restricted Stock Unit will be converted and distributed to me, without payment, in cash on March 1, 2010, based upon the then current market value of a share of Visteon common stock on the vesting date, subject to tax withholding.
- (3) The option is exercisable to the extent of 33% of the shares optioned on January 1, 2008, 66% on January 1, 2009 and in full on January 1, 2010.
- (4) The stock appreciation rights are exercisable to the extent of 33% of the rights granted on January 1, 2008, 66% on January 1, 2009 and in full on January 1, 2010.

- These Visteon Stock Fund units were acquired under the Company's Deferred Compensation Plan and reported to me in my most recent plan statement. In general, these Visteon Stock Fund units will be converted and distributed to me in cash following termination of employment, based on the then current price of a Visteon Stock Fund unit, and the then current market value of a share of Visteon common stock.
- (5)

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