

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Lawande Sachin</u> _____ (Last) (First) (Middle) VISTEON CORPORATION ONE VILLAGE CENTER DRIVE _____ (Street) VAN BUREN MI 48111 TOWNSHIP _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VISTEON CORP [ VC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO & President
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/29/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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			
Common Stock	06/29/2018 <sup>(1)</sup>		M		51,774	A	(1)	81,801	D	
Common Stock	06/29/2018 <sup>(1)</sup>		M		3,382	A	(1)	85,183	D	
Common Stock	06/29/2018 <sup>(2)</sup>		F		22,574	D	\$129.92	62,609	D	
Common Stock	07/02/2018		M <sup>(3)</sup>		2,500	A	\$72.98	65,109	D	
Common Stock	07/02/2018		M <sup>(3)</sup>		2,500	A	\$62.76	67,609	D	
Common Stock	07/02/2018		S <sup>(3)</sup>		5,000	D	\$126.81	62,609	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	06/29/2018		M		3,382	06/29/2018	06/29/2018	Common Stock	3,382	(1)	0	D	
Restricted Stock Units	(1)	06/29/2018		M		51,774	06/29/2018	06/29/2018	Common Stock	51,774	(1)	0	D	
Employee stock option (right to buy)	\$72.98	07/02/2018		M <sup>(3)</sup>		2,500	(4)	03/03/2023	Common Stock	2,500	\$0.00	32,261	D	
Employee stock option (right to buy)	\$62.76	07/02/2018		M <sup>(3)</sup>		2,500	(4)	06/28/2022	Common Stock	2,500	\$0.00	3,270	D	

**Explanation of Responses:**

1. Each Restricted Stock Unit, which is the economic equivalent of one share of Visteon common stock, automatically vested on June 29, 2018 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 June 29, 2018.

2. These 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 June 29, 2018.

3. The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 15, 2017.

4. 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.

**Remarks:**

Heidi A. Sepanik, Secretary,  
Visteon Corporation on behalf 07/03/2018  
of Sachin S. Lawande

\*\* Signature of Reporting Person      Date

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

\* 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).

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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