

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0104 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person* <u>KEMPNER THOMAS L JR</u> (Last) (First) (Middle) <u>C/O DAVIDSON KEMPNER PARTNERS</u> <u>65 EAST 55TH STREET, 19TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>04/29/2010</u> | 3. Issuer Name and Ticker or Trading Symbol <u>VISTEON CORP [VSTNQ]</u> |
| 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) | | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

| Table I - Non-Derivative Securities Beneficially Owned | | | |
|--|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
| Common Stock, par value \$1.00 | 11,550,000 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ | I ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ | See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ |

| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | |
|---|---|--------------------|--|--|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

| |
|---|
| 1. Name and Address of Reporting Person* <u>KEMPNER THOMAS L JR</u> (Last) (First) (Middle) <u>C/O DAVIDSON KEMPNER PARTNERS</u> <u>65 EAST 55TH STREET, 19TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip) |
| 1. Name and Address of Reporting Person* <u>DOWICZ STEPHEN M</u> (Last) (First) (Middle) <u>C/O DAVIDSON KEMPNER PARTNERS</u> <u>65 EAST 55TH STREET, 19TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip) |
| 1. Name and Address of Reporting Person* <u>DAVIDSON SCOTT E</u> (Last) (First) (Middle) <u>C/O DAVIDSON KEMPNER PARTNERS</u> <u>65 EAST 55TH STREET, 19TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip) |

| | | |
|--------|---------|-------|
| (City) | (State) | (Zip) |
|--------|---------|-------|

1. Name and Address of Reporting Person*

LEVART TIMOTHY I

(Last)

(First)

(Middle)

C/O DAVIDSON KEMPNER PARTNERS

65 EAST 55TH STREET, 19TH FLOOR

(Street)

NEW YORK

NY

10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

BRIVIO ROBERT J JR

(Last)

(First)

(Middle)

C/O DAVIDSON KEMPNER PARTNERS

65 EAST 55TH STREET, 19TH FLOOR

(Street)

NEW YORK

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(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

Epstein Eric Philip

(Last)

(First)

(Middle)

C/O DAVIDSON KEMPNER PARTNERS

65 EAST 55TH STREET, 19TH FLOOR

(Street)

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NY

10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

Yoseloff Anthony Alexander

(Last)

(First)

(Middle)

C/O DAVIDSON KEMPNER PARTNERS

65 EAST 55TH STREET, 19TH FLOOR

(Street)

NEW YORK

NY

10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

Friedman Avram Z

(Last)

(First)

(Middle)

C/O DAVIDSON KEMPNER PARTNERS

65 EAST 55TH STREET, 19TH FLOOR

(Street)

NEW YORK

NY

10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

BASTABLE CONOR

(Last)

(First)

(Middle)

C/O DAVIDSON KEMPNER PARTNERS

65 EAST 55TH STREET, 19TH FLOOR

(Street)

NEW YORK

NY

10022

(City)

(State)

(Zip)

Explanation of Responses:

1. Davidson Kempner Partners, Davidson Kempner Institutional Partners, L.P., M.H. Davidson & Co., M.H. Davidson & Co. GP, L.L.C., Davidson Kempner International, Ltd., Davidson Kempner Distressed Opportunities Fund LP, Davidson Kempner Distressed Opportunities International Ltd., MHD Management Co., MHD Management Co. GP, L.L.C. Davidson Kempner Advisers Inc., Davidson Kempner International Advisors, L.L.C., DK Group LLC, DK Management Partners LP, DK Stillwater GP LLC, Thomas L. Kempner, Jr., Stephen M. Dowicz, Scott E. Davidson, Timothy I. Levart, Robert J. Brivio, Jr., Eric P. Epstein, Anthony A. Yoseloff, Avram Z. Friedman and Conor Bastable
2. (collectively, the "Reporting Persons") own an aggregate of 11,550,000 shares of common stock of Visteon Corporation (the "Issuer") of which (i) Davidson Kempner Partners is the record owner of 577,500 shares, (ii) Davidson Kempner Institutional Partners, L.P. is the record owner of 1,212,750 shares, (iii) M.H. Davidson & Co. is the record owner of 103,945 shares, (iv) Davidson Kempner International, Ltd. is the record owner of 1,351,350 shares, (v) Davidson Kempner Distressed Opportunities Fund LP is the record owner of 2,644,952 shares and (vi) Davidson Kempner Distressed Opportunities International Ltd. is the record owner of 5,659,503 shares.
3. The Reporting Persons, together with Plainfield Asset Management LLC, Plainfield Special Situations Master Fund II Limited, Plainfield OC Master Fund Limited, Plainfield Liquid Strategies Master Fund Limited, Max Holmes, Brigade Capital Management, LLC, Brigade Leveraged Capital Structures Fund Ltd. and Donald E. Morgan, III (collectively, the "Equity Holders"), may be deemed to have formed a "group" for purposes of Section 13(d) under the Securities Exchange Act of 1934, as amended ("Section 13(d)"), owning more than 10% of the Issuer's outstanding common stock. Each of the Reporting Persons disclaims membership in a group with the other Equity Holders for purposes of Section 13(d).
4. Each of the Reporting Persons disclaims beneficial ownership of all securities described above except to the extent of their pecuniary interest therein.

Remarks:

This is Part Three of a three part Form 3 filing. Part One is filed by Davidson Kempner Partners. Part Two is filed by Davidson Kempner Distressed Opportunities Fund LP. Parts One, Two and Three are filed to indicate all Reporting Persons. Parts Two and Three are not separate Form 3 filings. *** Duly authorized pursuant to Power of Attorney, dated May 7, 2010, by and on behalf of Thomas L. Kempner, Jr., Stephen M. Dowicz, Scott E. Davidson, Timothy I. Levart, Robert J. Brivio, Jr., Eric P. Epstein, Anthony A. Yoseloff, Avram Z. Friedman and Conor Bastable, appointing Thomas L. Kempner, Jr., Timothy I. Levart, Anthony A. Yoseloff and Avram Z. Friedman, and each of them severally, as attorneys-in-fact, included as Exhibit 24 to this Form 3.

/s/ Thomas L. Kempner, Jr.

By: Stephen M. Dowicz, By:

/s/ Thomas L. Kempner, Jr.,

Attorney-in-Fact***

By: Scott E. Davidson, By: /s/

Thomas L. Kempner, Jr.,

Attorney-in-Fact***

By: Timothy I. Levart, By: /s/

Thomas L. Kempner, Jr.,

Attorney-in-Fact***

By: Robert J. Brivio, Jr., By: /s/

Thomas L. Kempner, Jr.,

Attorney-in-Fact***

By: Eric P. Epstein, By: /s/

Thomas L. Kempner, Jr.,

Attorney-in-Fact***

By: Anthony A. Yoseloff, By:

/s/ Thomas L. Kempner, Jr.,

Attorney-in-Fact***

By: Avram Z. Friedman, By:

/s/ Thomas L. Kempner, Jr.,

Attorney-in-Fact***

By: Conor Bastable, By: /s/

Thomas L. Kempner, Jr.,

Attorney-in-Fact***

05/10/2010

05/10/2010

05/10/2010

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05/10/2010

05/10/2010

05/10/2010

05/10/2010

** 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Each of the undersigned individuals hereby authorizes and designates Thomas L. Kempner, Jr., Timothy I. Levart, Anthony A. Yoseloff and Avram Z. Friedman and each of them severally, as the true and lawful attorneys-in-fact and agents of such undersigned individual, with power to act with or without the others and with full power of substitution and resubstitution, to execute in the name, place and stead of such undersigned individual, in any and all capacities, any and all amendments to the Schedule 13D and any and all Forms 3, 4 and 5 relating to the shares of Common Stock, \$1.00 par value per share, of Visteon Corporation filed by Davidson Kempner Partners, the undersigned and the other reporting persons named in such Schedule 13D or Form 3, 4 and 5 and to which this Power of Attorney is attached as an Exhibit, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the United States Securities and Exchange Commission, said attorneys-in-fact and agents having full power and authority to do and perform in the name and on behalf of any and all of the undersigned each and every act and thing requisite and necessary to be done in or about the premises as fully and as effectually as the undersigned might or could do in person; and each of the undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall remain in full force and effect with respect to an undersigned individual until revoked by such undersigned individual in a signed writing delivered to the foregoing attorneys-in-fact and agents.

IN WITNESS WHEREOF, the undersigned have executed this Power of Attorney as of May 7, 2010.

/s/ Thomas L. Kempner, Jr.

Thomas L. Kempner, Jr.

/s/ Stephen M. Dowicz

Stephen M. Dowicz

/s/ Scott E. Davidson

Scott E. Davidson

/s/ Timothy I. Levart

Timothy I. Levart

/s/ Robert J. Brivio, Jr.

Robert J. Brivio, Jr.

/s/ Eric P. Epstein

Eric P. Epstein

/s/ Anthony A. Yoseloff

Anthony A. Yoseloff

/s/ Avram Z. Friedman

Avram Z. Friedman

/s/ Conor Bastable

Conor Bastable

[Signatures to Power of Attorney]