

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Pardus Capital Management L.P.</u> (Last) (First) (Middle) <u>1001 AVENUE OF THE AMERICAS</u> <u>SUITE 1100</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10018</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VISTEON CORP [VC]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>10/24/2006</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$1.00 per share	10/24/2006		P		1,275,000	A	\$7.5	19,275,000	I	See footnote below ⁽¹⁾
Common Stock, par value \$1.00 per share	10/24/2006		P		300,000	A	\$7.61	19,575,000	I	See footnote below ⁽¹⁾
Common Stock, par value \$1.00 per share	10/25/2006		P		300	A	\$7.67	19,575,300	I	See footnote below ⁽¹⁾
Common Stock, par value \$1.00 per share	10/25/2006		P		5,900	A	\$7.68	19,581,200	I	See footnote below ⁽¹⁾
Common Stock, par value \$1.00 per share	10/25/2006		P		15,000	A	\$7.69	19,596,200	I	See footnote below ⁽¹⁾
Common Stock, par value \$1.00 per share	10/25/2006		P		13,600	A	\$7.7	19,609,800	I	See footnote below ⁽¹⁾
Common Stock, par value \$1.00 per share	10/25/2006		P		21,000	A	\$7.71	19,630,800	I	See footnote below ⁽¹⁾
Common Stock, par value \$1.00 per share	10/25/2006		P		7,500	A	\$7.72	19,638,300	I	See footnote below ⁽¹⁾
Common Stock, par value \$1.00 per share	10/25/2006		P		14,800	A	\$7.73	19,653,100	I	See footnote below ⁽¹⁾
Common Stock, par value \$1.00 per share	10/25/2006		P		12,300	A	\$7.74	19,665,400	I	See footnote below ⁽¹⁾
Common Stock, par value \$1.00 per share	10/25/2006		P		18,500	A	\$7.75	19,683,900	I	See footnote below ⁽¹⁾
Common Stock, par value \$1.00 per share	10/25/2006		P		22,700	A	\$7.76	19,706,600	I	See footnote below ⁽¹⁾
Common Stock, par value \$1.00 per share	10/25/2006		P		21,000	A	\$7.77	19,727,600	I	See footnote below ⁽¹⁾

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, par value \$1.00 per share	10/25/2006		P		15,700	A	\$7.78	19,743,300	I	See footnote below ⁽¹⁾
Common Stock, par value \$1.00 per share	10/25/2006		P		25,100	A	\$7.79	19,768,400	I	See footnote below ⁽¹⁾
Common Stock, par value \$1.00 per share	10/25/2006		P		194,600	A	\$7.8	19,963,000	I	See footnote below ⁽¹⁾
Common Stock, par value \$1.00 per share	10/25/2006		P		2,300	A	\$7.81	19,965,300	I	See footnote below ⁽¹⁾
Common Stock, par value \$1.00 per share	10/25/2006		P		4,400	A	\$7.82	19,969,700	I	See footnote below ⁽¹⁾
Common Stock, par value \$1.00 per share	10/25/2006		P		4,900	A	\$7.83	19,974,600	I	See footnote below ⁽¹⁾
Common Stock, par value \$1.00 per share	10/25/2006		P		17,900	A	\$7.84	19,992,500	I	See footnote below ⁽¹⁾
Common Stock, par value \$1.00 per share	10/25/2006		P		7,500	A	\$7.85	20,000,000	I	See footnote below ⁽¹⁾

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The securities beneficially owned by Pardus Capital Management L.P., a Delaware limited partnership ("PCM") for which Pardus Capital Management LLC, a Delaware limited liability company, serves as general partner, are owned directly by Pardus European Special Opportunities Master Fund L.P., a limited partnership formed under the laws of the Cayman Islands (the "Fund"). PCM is deemed to be the indirect beneficial owner of the securities reported herein by reason of its position as investment manager of the Fund. PCM disclaims beneficial ownership of any and all such securities in excess of its actual pecuniary interest.

Remarks:

*** In his capacity as the sole member of Pardus Capital Management LLC, the sole general partner of Pardus Capital Management L.P.

/s/ Karim Samii***

10/26/2006

** 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.

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.