

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>Pallash Robert C</u> (Last) (First) (Middle) <u>VISTEON CORPORATION</u> <u>ONE VILLAGE CENTER DRIVE</u> (Street) <u>VAN BUREN</u> <u>MI</u> <u>48111</u> <u>TOWNSHIP</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>12/31/2013</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u> 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	12/31/2013 ⁽¹⁾		M		837	A	(1)	837	D	
Common Stock	12/31/2013 ⁽¹⁾		D		837	D	\$81.745	0	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					
Stock Appreciation Right	\$74.08	12/31/2013		D ⁽²⁾		5,747	(3)	03/07/2021	Common Stock	5,747	\$0.00	11,492	D
Stock Appreciation Right	\$53.57	12/31/2013		D ⁽²⁾		4,141	(3)	02/27/2022	Common Stock	4,141	\$0.00	2,069	D
Performance Right	(4)	12/31/2013		D ⁽⁵⁾		1,381	(4)	12/31/2014	Common Stock	1,381	\$0.00	5,029	D
Performance Right	(6)	12/31/2013		D ⁽⁵⁾		37,858	(6)	12/31/2015	Common Stock	37,858	\$0.00	22,195	D
Restricted Stock Unit	(7)	12/31/2013		D ⁽⁸⁾		484	(7)	02/28/2015	Common Stock	484	\$0.00	1,562	D
Restricted Stock Unit	(1)	12/31/2013		D		8,854	(1)	10/29/2015	Common Stock	8,854	\$0.00	837	D
Restricted Stock Unit	(1)	12/31/2013 ⁽¹⁾		M		837	(1)	10/29/2015	Common Stock	837	(1)	0	D

Explanation of Responses:

- Each Restricted Stock Unit, which is the economic equivalent of one share of Visteon common stock, vested on December 31, 2013 pursuant to the terms of the Executive Severance Plan. Each unit was converted and paid to me in cash without any election or action on my part, and the value of each unit was based on the fair market value of Visteon common stock as of December 31, 2013. No shares of common stock were acquired or sold in connection with the vesting of these Restricted Stock Units.
- These stock appreciation rights were forfeited in connection with Mr. Pallash's departure from the Company.
- The stock appreciation right is exercisable to the extent of 33% of the rights granted after one year from the date of grant, 66% 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 rights is based on relative shareholder return over a three year performance period and payable in stock (or cash at the election of Visteon), subject to tax withholding.
- These performance rights were forfeited in connection with Mr. Pallash's departure from the Company.
- Each performance right represents a contingent right to receive one share of Visteon common stock. The vesting of the performance rights is based on achievement of a total shareholder return goal during 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 third anniversary of the date of grant. Each restricted stock unit will be converted and distributed to me, without payment, in stock (or cash at the election of Visteon), subject to cash withholding.
- These restricted stock units were forfeited in connection with Mr. Pallash's departure from the Company.

Remarks:

Heidi A. Sepanik, Secretary,
Visteon Corporation on behalf of Robert C. Pallash
01/03/2014

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.