

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

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| 1. Name and Address of Reporting Person * <u>Robertson William M</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>03/04/2016</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>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 | 03/05/2016 ⁽¹⁾ | | M | | 225 | A | (1) | 225 | D | |
| Common Stock | 03/05/2016 ⁽²⁾ | | F | | 72 | D | \$72.98 | 153 | D | |
| Common Stock | | | | | | | | 1,300 | I | See Footnote ⁽³⁾ |

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 | | | | | |
| Employee Stock Option (right to buy) | \$72.98 | 03/04/2016 | | A | | 3,396 | (4) | 03/03/2023 | Common Stock | 3,396 | \$0.00 | 3,396 | D |
| Performance Rights | (5) | 03/04/2016 | | A | | 1,897 | (5) | 01/31/2019 | Common Stock | 1,897 | \$0.00 | 1,897 | D |
| Restricted Stock Units | (6) | 03/04/2016 | | A | | 1,280 | (6) | 03/04/2019 | Common Stock | 1,280 | \$0.00 | 1,280 | D |
| Restricted Stock Units | (1) | 03/05/2016 | | M | | 225 | (6) | 03/05/2018 | Common Stock | 225 | (1) | 450 | D |

Explanation of Responses:

1. Each Restricted Stock Unit, which is the economic equivalent of one share of Visteon common stock, automatically vested on March 5, 2016 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 March 4, 2016, the next preceding trading day.
2. The 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 March 4, 2016, the next preceding trading day.
3. These shares are owned by a parent of the reporting person and subject to a power of attorney that allows the reporting person to dispose of such shares.
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.
5. 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 total shareholder return over a three year performance period and payable in stock or cash at the election of Visteon, subject to tax withholding.
6. 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 cash or stock at the election of Visteon, upon vesting and based upon the then current market value of a share of Visteon common stock, subject to tax withholding.

Remarks:

Heidi A. Sepanik, Secretary,
Visteon Corporation on behalf 03/08/2016
of William M. Robertson

** 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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