SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* Rouquet Jerome	2. Issuer Name **and** Ticker or Trading Symbol VISTEON CORP [VC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) VISTEON CORPORATION ONE VILLAGE CENTER DRIVE	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2023	Director ___ 10% Owner X Officer (give title below) ___ Other (specify below) Senior Vice President & CFO
(Street) VAN BUREN TOWNSHIP MI 48111	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	02/15/2023[1]		M		14,446	A	[1]	19,389	D	
Common Stock	02/15/2023[2]		F		5,376	D	$156.32	14,013	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Rights	[3]	02/15/2023		A[4]		7,223		[3]	01/31/2023	Common Stock	7,223	[3]	14,446	D	
Performance Rights	[3]	02/15/2023		M			14,446	[3]	01/31/2023	Common Stock	14,446	[3]	0	D	

Explanation of Responses:

1. Each performance right, which is the economic equivalent of one share of Visteon common stock, was converted and paid to me in common stock without any election or action on my part pursuant to the Performance Share Unit award made to me in 2020.

2. The shares were withheld by Visteon to satisfy income tax withholding obligations arising in connection with the vesting of certain Performance Rights.

3. Each Performance Right represents a contingent right to receive one share of Visteon common stock. The Performance Rights vested based on relative total shareholder return over a three year performance period ending on December 31, 2022 and were paid in stock at the election of the Company.

4. Additional Performance Rights were received because the performance criteria during the three year performance period was exceeded.

Remarks:

Heidi A. Sepanik, Secretary, Visteon Corporation, on behalf of Jerome J. Rouquet	02/17/2023
** 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.