FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| TATEMENT | OF CHAN | GES IN BE | NEFICIAL (| OWNERSHIP |
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| UMB APPRO | IVAL |
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| OMB Number: | 3235-0287 |
| Estimated average burde | en |
| hours per response: | 0.5 |

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

| 1. Name and Address of Reporting Person* STEBBINS DONALD J | | | | | | | | | | | | | | (Che | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|------------------------------------------------------------|-----------------------------------------------------------------|---------------------------|--------------------------------------|-----------------------------------------------------------|---------------------------------|-------------------------------------------------------------|-------|----------|-------------|---------------------------------|--------|---------------------|--------------------------------------------------------------------|---------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------|------------|-------------------------------------------------------------------|---------------------------------------|
| OTEDE | <u> </u> | TATELD 5 | | | | | | | | | | | | | 2 | C Director | | | 10% Ov | · |
| (Last) | (E | irst) | (Middle) | | \vdash | | | | | | | | | | _ 2 | Officer below) | (give title | | Other (s below) | specify |
| | N CORPO | • | (Middle) | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2007 | | | | | | | | President and COO | | | | | | |
| ONE VILLAGE CENTER DRIVE | | | | | 03/01/2007 | | | | | | | | | | | | | | | |
| (Street) | | | | | 4. 1 | If Ame | ndme | nt, Date | of Or | riginal Fi | led | (Month/Da | ay/Year) | | | | Joint/Group | Filing | (Check Ap | plicable |
| VAN BU | REN , | т | 48111 | | | | | | | | | | | | Line | , | iled by One | e Repo | orting Perso | n |
| TOWNS | HIP M | | 48111 | | | | | | | | | | | 1 | Form f | Form filed by More than One Reporting Person | | | | |
| (City) | (S | tate) | (Zip) | | | | | | | | | | | | | | | | | |
| | | Tab | le I - Nor | n-Deriv | ativ | e Se | curit | ies Ac | qui | ired, D | isp | osed o | f, or B | ene | ficiall | y Owned | l | | | |
| 1. Title of Security (Instr. 3) 2. Trans: Date (Month/L | | | | action 2A. Deemed Execution Date, if any (Month/Day/Year) | | Code (Instr. | | | | | | | es ally Following | Form (D) o | : Direct r Indirect str. 4) | 7. Nature of Indirect Beneficial Ownership | | | | |
| | | | | | | | (| Code | , | Amount (A) or (D) | | | Price | Reporte Transac (Instr. 3 | tion(s) | | | (Instr. 4) | | |
| Common Stock 03/01/2 | | | | 2007 ⁽¹⁾ | | | M | | 45,314 A | | (1) | 45 | 45,314 | | D | | | | | |
| Common Stock 03/01/ | | | | ['] 2007 ⁽¹⁾ | | | D | | 45,314 D S | | \$8.37 | 7 0 | | | D | | | | | |
| | | - | Table II - I | | | | | | | | | sed of, onvertil | | | | Owned | | | | |
| 1. Title of | 2. | 3. Transaction | 3A. Deemed | 1 4 | | Can | ŕ | umber | <u> </u> | Date Exer | _ | | 7. Title | | | 8. Price of | 9. Numbe | r of | 10. | 11. Nature |
| Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | Date (Month/Day/Year) | Execution D if any (Month/Day/ | _ c | ransaction code (Instr.) | | | | | Expiration Dat (Month/Day/Ye | | r) | of Securities Underlying Derivative Sect (Instr. 3 and 4) | | | Derivative Security (Instr. 5) | derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4) | illy | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
| | | | | c | Code | v | (A) | (D) | Date Exe | e ercisable | | xpiration ate | Title | OI N Of | umber | | | | | |
| Restricted Stock Units | (1) | 03/01/2007 ⁽¹⁾ | | | M | | | 45,314 | 03/ | /01/2007 | 03 | 3/01/2007 | Commo Stock | ⁿ 4 | 5,314 | (1) | 0 | | D | |

Explanation of Responses:

1. Each Restricted Stock Unit, which is the economic equivalent of one share of Visteon common stock, was automatically converted and paid to me in cash upon vesting on March 1, 2007. The value of each unit was based on the fair market value of Visteon common stock as of March 1, 2007.

Remarks:

Heidi A. Sepanik, Secretary,

Visteon Corporation, on behalf 03/05/2007

of Donald J. Stebbins

** 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.