

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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

**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

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
JOHNSTON MICHAEL F			VISTEON CORP [ VC ]		<input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; COO</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			
VISTEON CORPORATION			03/01/2004			
290 TOWN CENTER DRIVE, 10TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(Street)					<input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
DEARBORN MI 48126						
(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								459,332	D	
Common Stock								254 <sup>(1)</sup>	I	By Company Plan

**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	Title	Amount or Number of Shares				
DCP Visteon Stock Fund Units	(2)	03/01/2004		A		461 <sup>(2)</sup>	(2)	(2)	Common Stock	269	(2)	81,248	D	
Employee Stock Option (right to buy)	(3)						(3)	(3)	Common Stock	703,101		703,101	D	
SPP Visteon Stock Fund Units	(4)						(4)	(4)	Common Stock	915		1,556	D	

**Explanation of Responses:**

- These shares, or units representing shares, were acquired under the Visteon Investment Plan and reported to me in my most recent plan statement.
- These Visteon Stock Fund Units result from dividend equivalents credited to my account by the Company, without payment by me, under the Company's Deferred Compensation Plan. In general, these Visteon Stock Fund Units will be converted and distributed to me, without payment, in cash, after termination of employment, based on the then current price of a Visteon Stock Fund Unit and the then current market value of a share of common stock.
- These options were granted under the Company's 2000 Incentive Plan without payment by me. The options are exercisable to the extent of 33% of the shares optioned after one year from the date of grant, 66% after two years, and in full after three years.

4. These Visteon Stock Fund Units were credited to my account by the Company, without payment by me under the Company's Savings Parity Plan, and were included in my most recent plan statement. In general, these Visteon Stock Fund Units will be converted and distributed to me, without payment, in cash following termination of employment, based on the then current price of a Visteon Stock Fund Unit and the then current market value of a share of common stock.

**Remarks:**

Heidi A. Diebol-Hoom,  
Assistant Secretary, Visteon  
Corporation on behalf of  
Michael F. Johnston

03/02/2004

\*\* 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.**