

VISTEON CORP  
Form 4  
June 30, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pardus Capital Management L.P.

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)

3. Date of Earliest Transaction (Month/Day/Year)  
06/28/2006

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

1001 AVENUE OF THE AMERICAS, SUITE 1100

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

NEW YORK, NY 10018

(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) | (A) or (D) | 5. Amount or Price | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |                                   |
|--|--------------------------------------|--|--------------------------------|---|------------|--------------------|--|-----------------------------------|-----------------------------------|
| Common Stock, par value \$1.00 per share | 06/28/2006                           |  | P                              | 1,900   | A          | \$ 6.79            | 13,501,900   | I                                 | See footnote below <sup>(1)</sup> |
| Common Stock, par value \$1.00 per share | 06/28/2006                           |  | P                              | 23,700  | A          | \$ 6.8             | 13,525,600   | I                                 | See footnote below <sup>(1)</sup> |
| Common Stock, par value \$1.00 per share | 06/28/2006                           |  | P                              | 10,300  | A          | \$ 6.81            | 13,535,900   | I                                 | See footnote below <sup>(1)</sup> |

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|  |            |   |        |   |         |            |   |                               |
|--|------------|---|--------|---|---------|------------|---|-------------------------------|
| Common Stock, par value \$1.00 per share | 06/28/2006 | P | 16,000 | A | \$ 6.82 | 13,551,900 | I | See footnote below <u>(1)</u> |
| Common Stock, par value \$1.00 per share | 06/28/2006 | P | 4,900  | A | \$ 6.83 | 13,556,800 | I | See footnote below <u>(1)</u> |
| Common Stock, par value \$1.00 per share | 06/28/2006 | P | 600    | A | \$ 6.85 | 13,557,400 | I | See footnote below <u>(1)</u> |
| Common Stock, par value \$1.00 per share | 06/28/2006 | P | 3,000  | A | \$ 6.86 | 13,560,400 | I | See footnote below <u>(1)</u> |
| Common Stock, par value \$1.00 per share | 06/28/2006 | P | 1,200  | A | \$ 6.87 | 13,561,600 | I | See footnote below <u>(1)</u> |
| Common Stock, par value \$1.00 per share | 06/28/2006 | P | 12,000 | A | \$ 6.88 | 13,573,600 | I | See footnote below <u>(1)</u> |
| Common Stock, par value \$1.00 per share | 06/28/2006 | P | 4,500  | A | \$ 6.89 | 13,578,100 | I | See footnote below <u>(1)</u> |
| Common Stock, par value \$1.00 per share | 06/28/2006 | P | 12,500 | A | \$ 6.9  | 13,590,600 | I | See footnote below <u>(1)</u> |
| Common Stock, par value \$1.00 per share | 06/28/2006 | P | 22,400 | A | \$ 6.91 | 13,613,000 | I | See footnote below <u>(1)</u> |
| Common Stock, par value \$1.00 per share | 06/28/2006 | P | 26,300 | A | \$ 6.92 | 13,639,300 | I | See footnote below <u>(1)</u> |
| Common Stock, par value \$1.00 per share | 06/28/2006 | P | 38,100 | A | \$ 6.93 | 13,677,400 | I | See footnote below <u>(1)</u> |
|  | 06/28/2006 | P | 72,600 | A |         | 13,750,000 | I |                               |



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The securities beneficially owned by Pardus Capital Management L.P., a Delaware limited partnership ("PCM") for which Pardus Capital Management LLC, a Delaware limited liability company (the "Manager"), serves as general partner, are owned directly by Pardus European Special Opportunities Master Fund L.P., a limited partnership formed under the laws of the Cayman Islands (the "Fund"). PCM is deemed to be the indirect beneficial owner of the securities reported herein by reason of its position as investment manager of the Fund. PCM disclaims beneficial ownership of any and all such securities in excess of their actual pecuniary interest.

### **Remarks:**

\*\*\* In his capacity as the sole member of Pardus Capital Management LLC, the sole general partner of Pardus Capital Management L.P.

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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