

Fitzgerald Steven S
 Form 4
 August 10, 2017

FORM 4

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

OMB APPROVAL

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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 *
 Fitzgerald Steven S

(Last) (First) (Middle)
 VISTEON CORPORATION, ONE
 VILLAGE CENTER DRIVE
 (Street)

VAN BUREN
 TOWNSHIP, MI 48111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 VISTEON CORP [VC]

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/08/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 114 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 74.4 | 08/08/2017 | | D ⁽¹⁾ | 978 | ⁽²⁾ 11/06/2017 | Common Stock | 978 |
| Employee Stock Option (right to buy) | \$ 94.77 | 08/08/2017 | | D ⁽¹⁾ | 2,477 | ⁽²⁾ 03/02/2024 | Common Stock | 2,477 |
| Performance Right | ⁽³⁾ | 08/08/2017 | | D ⁽⁴⁾ | 809 | ⁽³⁾ 01/31/2019 | Common Stock | 809 |
| Performance Right | ⁽³⁾ | 08/08/2017 | | D ⁽⁴⁾ | 1,186 | ⁽³⁾ 01/31/2020 | Common Stock | 1,186 |
| Restricted Stock Unit | ⁽⁵⁾ | 08/08/2017 | | D ⁽⁶⁾ | 337 | ⁽⁵⁾ 06/09/2019 | Common Stock | 337 |
| Restricted Stock Units | ⁽⁵⁾ | 08/08/2017 | | D ⁽⁶⁾ | 712 | ⁽⁵⁾ 03/03/2020 | Common Stock | 712 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fitzgerald Steven S VISTEON CORPORATION ONE VILLAGE CENTER DRIVE VAN BUREN TOWNSHIP, MI 48111 | | | Senior Vice President | |

Signatures

Heidi A. Sepanik, Secretary, Visteon Corporation on behalf of Steven S. Fitzgerald 08/10/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) These stock options were forfeited in connection with Mr. Fitzgerald's departure from the Company.

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- (2) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant, 66% in two years and in full after three years.

Each performance right represents a contingent right to receive one share of Visteon common stock. The vesting of the performance

- (3) 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.
- (4) These performance rights were forfeited in connection with Mr. Fitzgerald's departure from the Company.

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

- (5) third anniversary of the date of grant. Each restricted stock unit will be converted and distributed to me, without payment, in stock (or cash at the election of Visteon), subject to cash withholding.
- (6) These restricted stock units were forfeited in connection with Mr. Fitzgerald's departure from the Company.

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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