Cole Matthew M
Form 4
March 06, 2018

# FORM 4

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

**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

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0287 |
| Expires: | January 31, 2005 |
| Estimated average burden 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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Cole Matthew M

(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)
03/03/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/03/2018(1) | | M | | 279 | A | (1) | 1,401 | D | |
| Common Stock | 03/03/2018(2) | | F | | 80 | D | $ 123.3 | 1,321 | D | |
| Common Stock | 03/04/2018(3) | | M | | 371 | A | (3) | 1,692 | D | |
| Common Stock | 03/04/2018(2) | | F | | 107 | D | $ 123.3 | 1,585 | D | |
| Common Stock | 03/05/2018(4) | | M | | 136 | A | (4) | 1,721 | D | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Common Stock | 03/05/2018[5] | F | 39 | D | $ 121.66 | 1,682 | 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)**

| 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) | | 8. D Der Sec (Ins |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | [1] | 03/03/2018 | | M | | | 279 | [6] | 03/03/2020 | Common Stock | 279 | |
| Restricted Stock Units | [3] | 03/04/2018 | | M | | | 371 | [6] | 03/04/2019 | Common Stock | 371 | |
| Restricted Stock Units | [4] | 03/05/2018 | | M | | | 136 | [6] | 03/05/2018 | Common Stock | 136 | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Cole Matthew M<br>VISTEON CORPORATION<br>ONE VILLAGE CENTER DRIVE<br>VAN BUREN TOWNSHIP, MI 48111 | | | Senior Vice President | |

# Signatures

| | |
|---|---|
| Heidi A. Sepanik, Secretary, Visteon Corporation on behalf of Matthew M. Cole | 03/06/2018 |
| **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)** Each Restricted Stock Unit, which is the economic equivalent of one share of Visteon common stock, automatically vested on March 3, 2018 and was converted and paid to me in common stock without any election or action on my part. The value of each share was based on the fair market value of Visteon common stock as of March 2, 2018, the next preceding trading day.

**(2)** These shares were withheld by Visteon to satisfy income tax withholding obligations arising in connection with the vesting of certain Restricted Stock Units. The value of each share was based on the fair market value of Visteon common stock as of March 2, 2018, the next preceding trading day.

**(3)** Each Restricted Stock Unit, which is the economic equivalent of one share of Visteon common stock, automatically vested on March 4, 2018 and was converted and paid to me in common stock without any election or action on my part. The value of each share was based on the fair market value of Visteon common stock as of March 2, 2018, the next preceding trading day.

**(4)** Each Restricted Stock Unit, which is the economic equivalent of one share of Visteon common stock, automatically vested on March 5, 2018 and was converted and paid to me in common stock without any election or action on my part. The value of each share was based on the fair market value of Visteon common stock as of March 5, 2018.

**(5)** These shares were withheld by Visteon to satisfy income tax withholding obligations arising in connection with the vesting of certain Restricted Stock Units. The value of each share was based on the fair market value of Visteon common stock as of March 5, 2018.

**(6)** Restricted Stock Units vest to the extent of 33% of the units granted each year following the first annivesary of the date of grant until the third anniverary of the date of grant. Each Restricted Stock Unit will be converted and distributed to me, without payment, in cash or stock at the election of Visteon, upon vesting and based upon the then current market value of a share of Visteon common stock, subject to tax withholding.

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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