**VISTEON CORP** Form 4 March 07, 2017

# FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

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(Print or Type Responses)

See Instruction

1(b).

(Last)

(City)

1. Name and Address of Reporting Person \* Bilolikar Sunil K

(First)

VISTEON CORPORATION, ONE

(State)

(Middle)

(Zin)

2. Issuer Name and Ticker or Trading Symbol

30(h) of the Investment Company Act of 1940

VISTEON CORP [VC]

3. Date of Earliest Transaction

(Month/Day/Year) 03/04/2017

VILLAGE CENTER DRIVE

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

### **VAN BUREN** TOWNSHIP, MI 48111

|   | (City)                     | (State)                                 | Table   | e I - Non-D                            | erivative l  | Secur            | ities Acq  | uired, Disposed of   | , or Beneficiall                                      | y Owned |
|---|----------------------------|---|---|--|--|------------------|--|--|---|---------|
| S | Title of ecurity (nstr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | Cransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) |                  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |         |
|   |                            |   |   | Code V                                 | Amount   | (A)<br>or<br>(D) | Price  | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                       |   |         |
|   | Common<br>tock             | 03/04/2017(1)                           |   | M                                      | 417  | A                | <u>(1)</u>   | 417  | D   |         |
|   | Common<br>tock             | 03/04/2017(2)                           |   | F                                      | 178  | D                | \$<br>94.77  | 239  | D   |         |
|   | Common<br>tock             | 03/05/2017(3)                           |   | M                                      | 267  | A                | (3)  | 506  | D   |         |
|   | Common<br>tock             | 03/05/2017(2)                           |   | F                                      | 114  | D                | \$<br>94.77  | 392  | 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)

> 8. F Der Sec (Ins

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | Derivative |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  |
|---|---|--------------------------------------|---|--|------------|-----|--|--------------------|---|--|
|   |   |                                      |   | Code V                                 | (A)        | (D) | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>  | 03/04/2017                           |   | M                                      |            | 417 | <u>(4)</u>   | 03/04/2019         | Common<br>Stock   | 417                                    |
| Restricted<br>Stock                                 | (3)   | 03/05/2017                           |   | M                                      |            | 267 | <u>(4)</u>   | 03/05/2020         | Common<br>Stock   | 267                                    |

# **Reporting Owners**

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

## **Signatures**

Heidi A. Sepanik, Secretary, Visteon Corporation on behalf of Sunil K. Bilolikar

03/07/2017

\*\*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).
- Each Restricted Stock Unit, which is the economic equivalent of one share of Visteon common stock, automatically vested on March 4, (1) 2017 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 3, 2017, the next preceding trading day.

Reporting Owners 2

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- These shares were withheld by Visteon to satisfy income tax withholding obligations arising in connection with the vesting of certain (2) Restricted Stock Units. The value of each share was based on the fair market value of Visteon common stock as of March 3, 2017, the next preceding trading day.
- Each Restricted Stock Unit, which is the economic equivalent of one share of Visteon common stock, automatically vested on March 5, 2017 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 3, 2017, the next preceding trading day.
- Restricted Stock Units vest to the extent of 33% of the units granted each year following the first anniverary 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.