

VISTEON CORP
Form 4
July 31, 2007

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)
590 MADISON AVENUE, SUITE 25E

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2007

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

(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 10022

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, par value \$1.00 per share | 07/27/2007 | | P | 2,300 A \$ 6.35 | 27,002,300 | I | See footnote (1) below (1) |
| Common Stock, par value \$1.00 per share | 07/27/2007 | | P | 11,700 A \$ 6.36 | 27,014,000 | I | See footnote (1) below (1) |
| Common Stock, par value \$1.00 per share | 07/27/2007 | | P | 18,900 A \$ 6.37 | 27,032,900 | I | See footnote (1) below (1) |

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| | | | | | | | | |
|---|------------|---|---------|---|------------|------------|---|--|
| Common Stock, par value \$1.00 per share | 07/27/2007 | P | 57,200 | A | \$ 6.38 | 27,090,100 | I | See footnote (1) below <u>(1)</u> |
| Common Stock, par value \$1.00 per share | 07/27/2007 | P | 28,000 | A | \$ 6.39 | 27,118,100 | I | See footnote (1) below <u>(1)</u> |
| Common Stock, par value \$1.00 per share | 07/27/2007 | P | 106,600 | A | \$ 6.4 | 27,224,700 | I | See footnote (1) below <u>(1)</u> |
| Common Stock, par value \$1.00 per share | 07/27/2007 | P | 300 | A | \$ 6.41 | 27,225,000 | I | See footnote (1) below <u>(1)</u> |
| Common Stock, par value \$1.00 per share | 07/27/2007 | P | 400 | A | \$ 6.42 | 27,225,400 | I | See footnote (1) below <u>(1)</u> |
| Common Stock, par value \$1.00 per share | 07/27/2007 | P | 4,600 | A | \$ 6.48 | 27,230,000 | I | See footnote (1) below <u>(1)</u> |
| Common Stock, par value \$1.00 per share | 07/27/2007 | P | 7,400 | A | \$ 6.49 | 27,237,400 | I | See footnote (1) below <u>(1)</u> |
| Common Stock, par value \$1.00 per share | 07/27/2007 | P | 6,600 | A | \$ 6.5 | 27,244,000 | I | See footnote (1) below <u>(1)</u> |
| Common Stock, par value \$1.00 per share | 07/27/2007 | P | 700 | A | \$ 6.51 | 27,244,700 | I | See footnote (1) below <u>(1)</u> |
| Common Stock, par value \$1.00 per share | 07/27/2007 | P | 4,200 | A | \$ 6.52 | 27,248,900 | I | See footnote (1) below <u>(1)</u> |
| Common Stock, par value \$1.00 per share | 07/27/2007 | P | 300 | A | \$ 6.53 | 27,249,200 | I | See footnote (1) below <u>(1)</u> |
| | 07/27/2007 | P | 800 | A | | 27,250,000 | I | |

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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 and it possesses sole power to vote and direct the disposition of all securities held by the Fund. PCM disclaims beneficial ownership of any and all such securities in excess of its actual pecuniary interest.

Remarks:

(2) Mr. Samii is signing in his capacity as sole member of Pardus Capital Management LLC, the 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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