

VISTEON CORP  
Form 4  
July 31, 2007

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 Indirect Beneficial 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	

Common Stock, par value \$1.00 per share	\$ 6.54	See footnote (1) below <u>(1)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
Pardus Capital Management L.P. 590 MADISON AVENUE, SUITE 25E NEW YORK, NY 10022	X

## Signatures

/s/ Karim Samii                      07/31/2007  
(2)

\*\*Signature of                      Date  
Reporting Person

## 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) 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 Special

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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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