VISTEON CORP Form 4 July 27, 2007       OMB APPROVAL         FORM 4       UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB APPROVAL         Check this box if no longer subject to Section 16. Form 5 obligations form 5 obligations to.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       OMB APPROVAL         Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, to.       Expires:       January 31, 2005         Filed pursuant to Section 16(a) of the Securities Exchange Act of 1935, obligations to.       Stimated average burden hours per response       Image: Stimated average burden hours per response							3235-0287 January 31, 2005 werage rs per				
	ddress of Reporting 1 tal Management 1		Symbol		Ticker or T	rading		5. Relationship of Issuer	Reporting Pers	son(s) to	
(Last) 590 MADIS 25E	(First) (N	Middle)	3. Date of (Month/D	3. Date of Earliest Transaction (Month/Day/Year) Direct				Director Officer (give t	eck all applicable) ve title Other (specify below)		
NEW YOR	(Street) K, NY 10022		4. If Amendment, Date Original       6. Individual or Joint/Group Filing(Check         Filed(Month/Day/Year)       Applicable Line)         _X_Form filed by One Reporting Person				rson				
(City)		(Zip)	Tabl	e I - Non-F	erivative Se	ecuriti	es Acai	Person iired, Disposed of	or Beneficial	lv Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	ned n Date, if	3.	4. Securitie on(A) or Disp (Instr. 3, 4) Amount	es Acqu oosed o	uired of (D)	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	
Common Stock, par value \$1.00 per share	07/25/2007			P	900	A	\$ 7.03	25,000,900	I	See footnote	
Common Stock, par value \$1.00 per share	07/25/2007			Р	19,315	A	\$ 7.04	25,020,215	Ι	See footnote $(1)$	
Common Stock, par value \$1.00 per share	07/25/2007			Р	85,996	A	\$ 7.05	25,106,211	Ι	See footnote (1)	

Common Stock, par value \$1.00 per share	07/25/2007	Р	73,989	А	\$ 7.06	25,180,200	Ι	See footnote $(1)$
Common Stock, par value \$1.00 per share	07/25/2007	Р	55,900	А	\$ 7.07	25,236,100	Ι	See footnote $(1)$
Common Stock, par value \$1.00 per share	07/25/2007	Р	7,900	A	\$ 7.08	25,244,000	Ι	See footnote $(1)$
Common Stock, par value \$1.00 per share	07/25/2007	Р	6,000	А	\$ 7.09	25,250,000	Ι	See footnote $(1)$
Common Stock, par value \$1.00 per share	07/25/2007	Р	19,400	A	\$ 7.11	25,269,400	Ι	See footnote (1)
Common Stock, par value \$1.00 per share	07/25/2007	Р	31,600	A	\$ 7.12	25,301,000	Ι	See footnote $(1)$
Common Stock, par value \$1.00 per share	07/25/2007	Р	14,800	А	\$ 7.13	25,315,800	Ι	See footnote
Common Stock, par value \$1.00 per share	07/25/2007	Р	21,400	A	\$ 7.14	25,337,200	Ι	See footnote (1)
Common Stock, par value \$1.00 per share	07/25/2007	Р	85,100	A	\$ 7.15	25,422,300	Ι	See footnote $(1)$
Common Stock, par value \$1.00 per share	07/25/2007	Р	1,100	A	\$ 7.16	25,423,400	Ι	See footnote $(1)$
Common Stock, par value \$1.00 per share	07/25/2007	Р	300	А	\$ 7.17	25,423,700	Ι	See footnote $(1)$
	07/25/2007	Р	1,300	А		25,425,000	Ι	

Common Stock, par value \$1.00 per share		-			\$ 7.18			See footnote (1)
Common Stock, par value \$1.00 per share	07/25/2007	Р	2,400	A	\$ 7.19	25,427,400	I	See footnote $(1)$
Common Stock, par value \$1.00 per share	07/25/2007	Р	26,900	A	\$ 7.2	25,454,300	Ι	See footnote $(1)$
Common Stock, par value \$1.00 per share	07/25/2007	Р	37,700	A	\$ 7.21	25,492,000	Ι	See footnote $(1)$
Common Stock, par value \$1.00 per share	07/25/2007	Р	41,400	A	\$ 7.22	25,533,400	Ι	See footnote $(1)$
Common Stock, par value \$1.00 per share	07/25/2007	Р	54,300	A	\$ 7.23	25,587,700	Ι	See footnote $(1)$
Common Stock, par value \$1.00 per share	07/25/2007	Р	7,800	A	\$ 7.24	25,595,500	Ι	See footnote $(1)$
Common Stock, par value \$1.00 per share	07/25/2007	Р	71,100	A	\$ 7.25	25,666,600	Ι	See footnote $(1)$
Common Stock, par value \$1.00 per share	07/25/2007	Р	87,000	A	\$ 7.26	25,753,600	I	See footnote $(1)$
Common Stock, par value \$1.00 per share	07/25/2007	Р	19,700	A	\$ 7.27	25,773,300	I	See footnote $(1)$
Common Stock, par value \$1.00 per share	07/25/2007	Р	89,100	A	\$ 7.28	25,862,400	Ι	See footnote $(1)$
	07/25/2007	Р	11,400	А		25,873,800	Ι	

Common Stock, par value \$1.00 per share			\$ 7.29		See footnote $(1)$
Common Stock, par value \$1.00 per share	Р	376,200 A	\$ 7.3 26,250,000	Ι	See footnote $(1)$
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. <b>Persons who respond to the collection of</b> SEC 1474					

Persons who respond to the collection of SEC 14/4 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transactio	5.	6. Date Exercisable and	7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
Security	Conversion or Exercise	(Monul/Day/Tear)	· · · · · · · · · · · · · · · · · · ·	Code	of	Expiration Date (Month/Day/Year)	Underlying	Security	Secu
2			any			· · · ·		2	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				
					4, and 5)				
							Amount		
							or		

	Date Exercisable	Expiration Date	Title	or Number of Shares
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## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
reporting officer runner runners	Director	10% Owner	Officer	Other		
Pardus Capital Management L.P. 590 MADISON AVENUE SUITE 25E NEW YORK, NY 10022		Х				
Signatures						
/s/ Karim Samii						

(2)	im Samn	07/26/2007
steale		

<u>\*\*</u>Signature of Reporting Person

Date

**Reporting Owners** 

# **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).

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 Opportunities Master Fund L.P., a limited partnership formed under the laws of the Cayman Islands (the "Fund"). PCM is deemed to be

(1) Opportunities waster Fund E.I., a minied particismp formed under the laws of the Cayman Istands (the Fund ). FCM 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 memner 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. 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.