

VISTEON CORP
Form 4
June 30, 2006

FORM 4

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

OMB APPROVAL

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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.

(Last) (First) (Middle)

1001 AVENUE OF THE AMERICAS, SUITE 1100

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VISTEON CORP [VC]

3. Date of Earliest Transaction (Month/Day/Year)
06/28/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$1.00 per share	06/28/2006		P		1,900 A \$ 6.79	13,501,900	I See footnote below ⁽¹⁾
Common Stock, par value \$1.00 per share	06/28/2006		P		23,700 A \$ 6.8	13,525,600	I See footnote below ⁽¹⁾
Common Stock, par value \$1.00 per share	06/28/2006		P		10,300 A \$ 6.81	13,535,900	I See footnote below ⁽¹⁾

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Common Stock, par value \$1.00 per share	06/28/2006	P	16,000	A	\$ 6.82	13,551,900	I	See footnote below <u>(1)</u>
Common Stock, par value \$1.00 per share	06/28/2006	P	4,900	A	\$ 6.83	13,556,800	I	See footnote below <u>(1)</u>
Common Stock, par value \$1.00 per share	06/28/2006	P	600	A	\$ 6.85	13,557,400	I	See footnote below <u>(1)</u>
Common Stock, par value \$1.00 per share	06/28/2006	P	3,000	A	\$ 6.86	13,560,400	I	See footnote below <u>(1)</u>
Common Stock, par value \$1.00 per share	06/28/2006	P	1,200	A	\$ 6.87	13,561,600	I	See footnote below <u>(1)</u>
Common Stock, par value \$1.00 per share	06/28/2006	P	12,000	A	\$ 6.88	13,573,600	I	See footnote below <u>(1)</u>
Common Stock, par value \$1.00 per share	06/28/2006	P	4,500	A	\$ 6.89	13,578,100	I	See footnote below <u>(1)</u>
Common Stock, par value \$1.00 per share	06/28/2006	P	12,500	A	\$ 6.9	13,590,600	I	See footnote below <u>(1)</u>
Common Stock, par value \$1.00 per share	06/28/2006	P	22,400	A	\$ 6.91	13,613,000	I	See footnote below <u>(1)</u>
Common Stock, par value \$1.00 per share	06/28/2006	P	26,300	A	\$ 6.92	13,639,300	I	See footnote below <u>(1)</u>
Common Stock, par value \$1.00 per share	06/28/2006	P	38,100	A	\$ 6.93	13,677,400	I	See footnote below <u>(1)</u>
	06/28/2006	P	72,600	A		13,750,000	I	

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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 European Special 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. PCM disclaims beneficial ownership of any and all such securities in excess of their actual pecuniary interest.

Remarks:

*** In his capacity as the sole member of Pardus Capital Management LLC, the sole 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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