

HOLMES MAX
Form 4
August 02, 2010

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

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 *

PLAINFIELD ASSET MANAGEMENT LLC

(Last) (First) (Middle)

333 LUDLOW STREET,

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

VISTEON CORP [VSTNQ]

3. Date of Earliest Transaction

(Month/Day/Year)

07/29/2010

4. If Amendment, Date Original Filed

(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Footnotes (1)(2)(3)

6. Individual or Joint/Group Filing (Check Applicable Line)

____ 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	(D)	Price		
Common Stock, par value \$1.00	07/29/2010		J ⁽¹⁾	45,125	D	\$ 0 <u>(1)</u>	2,015,001 <u>(1)</u>	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	By Plainfield Liquid Strategies Master Fund Limited <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock, par value \$1.00	07/29/2010		J ⁽¹⁾	2,626	A	\$ 0 <u>(1)</u>	2,015,001 <u>(1)</u>	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	By Max Holmes <u>(1)</u> <u>(2)</u> <u>(3)</u>

Edgar Filing: HOLMES MAX - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 Beneficially Owned (Instr. 3 and 4)
				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

PLAINFIELD ASSET MANAGEMENT LLC
333 LUDLOW STREET
STAMFORD, CT 06902

See Footnotes (1)(2)(3)

Plainfield Special Situations Master Fund II Ltd
C/O PLAINFIELD ASSET MANAGEMENT LLC
333 LUDLOW STREET
STAMFORD, CT 06902

See Footnotes (1)(2)(3)

Plainfield OC Master Fund Ltd
C/O PLAINFIELD ASSET MANAGEMENT LLC
333 LUDLOW STREET
STAMFORD, CT 06902

See Footnotes (1)(2)(3)

Plainfield Liquid Strategies Master Fund Ltd
C/O PLAINFIELD ASSET MANAGEMENT LLC
333 LUDLOW STREET
STAMFORD, CT 06902

See Footnotes (1)(2)(3)

HOLMES MAX
C/O PLAINFIELD ASSET MANAGEMENT LLC
333 LUDLOW STREET
STAMFORD, CT 06902

See Footnotes (1)(2)(3)

Signatures

/s/ Thomas X. Fritsch PLAINFIELD SPECIAL SITUATIONS MASTER FUND II LIMITED Authorized Individual	08/02/2010
__Signature of Reporting Person	Date
/s/ Thomas X. Fritsch PLAINFIELD OC MASTER FUND LIMITED Authorized Individual	08/02/2010
__Signature of Reporting Person	Date
/s/ Thomas X. Fritsch PLAINFIELD LIQUID STRATEGIES MASTER FUND LIMITED Authorized Individual	08/02/2010
__Signature of Reporting Person	Date
/s/ Thomas X. Fritsch PLAINFIELD ASSET MANAGEMENT LLC Managing Director and General Counsel	08/02/2010
__Signature of Reporting Person	Date
/s/ Thomas X. Fritsch MAX HOLMES Attorney-in-Fact***	08/02/2010
__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).
- (1) See Exhibit 99.1
- (2) See Exhibit 99.1
- (3) See Exhibit 99.1

Remarks:

* Duly authorized pursuant to Limited Power of Attorney, dated February 1, 2007, by and on behalf of Max Holmes, appointing

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.