SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APP	ROVAL
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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol LEAR CORP [LEA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
Larkin Terrence B				·	Director	10% Owner				
(Last)	(Last) (First) (Middle) 21557 TELEGRAPH ROAD		3. Date of Earliest Transaction (Month/Day/Year)		Officer (give title below)	Other (specify below)				
			02/06/2019		EVP, Business Dev & Gen Cnsl					
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	ridual or Joint/Group Filing (Check Applicable				
SOUTHFIELD	MI	48033		X	Form filed by One Report	ting Person				
					Form filed by More than 0 Person	One Reporting				
(City)	(State)	(Zip)								
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, Transaction Disposed Of (D) (Instr. 3, 4 an			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	02/06/2019		A ⁽¹⁾		26,688	Α	\$0.00	33,373	D	
Common Stock	02/06/2019		F ⁽²⁾		11,636	D	\$155.01	21,737	D	

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	3A. Deemed Execution Date.			6. Date Exercisable and Expiration Date		7. Title and Amount of		8. Price of Derivative	9. Number of derivative	10. Ownership	11. Nature of Indirect		
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year)	if any (Month/Day/Year)	Code (8)	(Instr.	Characteristics Constructives Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(3)	02/06/2019		A		3,407		(4)	(4)	Common Stock	3,407	\$0.00	3,407	D	

Explanation of Responses:

1. Settlement of non-derivative performance shares for the three-year performance period ending December 31, 2018, granted under the 2009 Lear Corporation Long-Term Stock Incentive Plan and exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16b-3(d).

2. Shares withheld by the Company to satisfy tax withholding requirements.

3. Converts into common stock on a 1-for-1 basis.

4. The Compensation Committee certified on February 6, 2019 that Company achieved the 2018 net income performance goal for the restricted stock unit awards granted in 2018 under the Lear Corporation 2009 Long-Term Stock Incentive Plan. These restricted stock units remain subject to a time-vesting requirement and are scheduled to vest and settle in common stock on January 2, 2021.

Remarks:

/s/ Karen Crittenden, as

Attorney-in-Fact

02/08/2019

Date

** Signature of Reporting Person

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

* 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).

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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