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As filed with the Securities and Exchange Commission on May 23, 2001

Registration No. 333-16413

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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933**

LEAR CORPORATION
(Exact name of registrant as specified in its charter)

| | |
|--|--------------------------------------|
| Delaware | 13-3386776 |
| (State or Other Jurisdiction of | (I.R.S. Employer Identification No.) |
| Incorporation or Organization) | |
| 21557 Telegraph Road | 48086-5008 |
| Southfield, Michigan | (Zip Code) |
| (Address of Principal Executive Offices) | |

Lear Corporation Long-Term Stock Incentive Plan
(Full Title of the Plan)

Joseph F. McCarthy
Vice President, Secretary and General Counsel
21557 Telegraph Road
Southfield, Michigan 48086-5008
(Name and Address of Agent for Service)

(248) 447-1500
(Telephone Number, Including Area Code, of Agent for Service)

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EXPLANATORY NOTE

In February 2001, the Board of Directors of Lear Corporation, a Delaware corporation (the “Registrant”), approved the amendment and restatement of the Lear Corporation Long-Term Stock Incentive Plan (the “Plan”). The Registrant’s stockholders subsequently approved the amendment and restatement of the Plan on May 3, 2001. The purpose of the amendment and restatement of the Plan was, among other things, to increase the number of shares of common stock of the Registrant reserved thereunder from 5,500,000 to 8,690,000, as described in the Definitive Proxy Statement filed by the Registrant on March 23, 2001, and hereby incorporated by reference. The text of the Plan is set forth as Appendix B to the Definitive Proxy Statement.

This Post-Effective Amendment (this “Amendment”) on Form S-8 amends the Registration Statement on Form S-8 filed on November 19, 1996 (file number 333-16413).

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

| Exhibit Number | Description |
|-------------------|---|
| 4.1 | Lear Corporation Long-Term Stock Incentive Plan, as amended and restated as of May 3, 2001 (Incorporated by reference to Appendix B to the Definitive Proxy Statement filed by the Registrant on March 23, 2001). |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Southfield, Michigan on the 23rd day of May, 2001.

LEAR CORPORATION

By: /s/ Robert E. Rossiter
Robert E. Rossiter
President and Chief Executive
Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|--------------|
| _____ /s/ Kenneth L. Way* Kenneth L. Way | Chairman of the Board | May 23, 2001 |
| _____ /s/ Robert E. Rossiter Robert E. Rossiter | President and Chief Executive Officer and Director (Principal Executive Officer) | May 23, 2001 |
| _____ /s/ James H. Vandenberghe James H. Vandenberghe | Vice Chairman | May 23, 2001 |
| _____ /s/ Donald J. Stebbins Donald J. Stebbins | Senior Vice President and Chief Financial Officer (Principal Financial Officer) | May 23, 2001 |
| _____ /s/ David C. Wajsglas David C. Wajsglas | Vice President and Corporate Controller | May 23, 2001 |

| | | |
|------------------------|----------|--------------|
| | Director | |
| David Bing | | |
| /s/ Larry W. McCurdy* | Director | May 23, 2001 |
| Larry W. McCurdy | | |
| | Director | |
| Irma B. Elder | | |
| | Director | |
| Roy E. Parrott | | |
| /s/ Robert W. Shower* | Director | May 23, 2001 |
| Robert W. Shower | | |
| /s/ David P. Spalding* | Director | May 23, 2001 |
| David P. Spalding | | |
| /s/ James A. Stern* | Director | May 23, 2001 |
| James A. Stern | | |

*Signed by James H. Vandenberghe, Attorney-in-Fact, pursuant to Power of Attorney filed with this Registration Statement No. 333-16413.

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