FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

or Section 30(h) of the Investment Company Act of 1940

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b) Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL OMB Number:

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person * Murawski James L						2. Issuer Name and Ticker or Trading Symbol LEAR CORP [LEA]									ieck all appli Directi	onship of Reporting Pe Il applicable) Director Officer (give title below) /P, Corporate Conti		son(s) to Is: 10% O Other (Owner	
(Last) (First) (Middle) 21557 TELEGRAPH ROAD						3. Date of Earliest Transaction (Month/Day/Year) 02/11/2016									helow)			below)	·	
(Street) SOUTHI	SOUTHFIELD MI 48033						4. If Amendment, Date of Original Filed (Month/Day/Year)								e) X Form					
		Tab	le I - No	n-Deriv	ative	e Se	curitie	s Ac	quired,	Dis	posed o	of, o	r Ben	eficial	ly Owne	d				
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da					Execution Date,		Transaction Disposed Code (Instr. 5)			rities Acquired (A) o ed Of (D) (Instr. 3, 4 a			Benefic	ies Fo cially (D Following (I)		n: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
									Code	v	Amount		(A) or (D)	Price	Transac (Instr. 3	tion(s)			(111511.4)	
Common Stock 02/12/2					2/2016	2016		A ⁽¹⁾		10,572		A	\$0.0	0 13,274			D			
Common Stock 02/12/2					2/2016	2016		F ⁽²⁾		4,189		D	\$97.8	39 9,	9,085		D			
	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)	vative Conversion Date Execution Date, Ti urity or Exercise (Month/Day/Year) if any C			4. Transa Code (8)			ative ities red sed 3, 4	6. Date Ex Expiration (Month/Da	er)	or Num		mount r umber	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)			
					Code	v			Date Exercisab		Expiration Date	Title	0 N 0	r umber		,,				

Explanation of Responses:

(3)

1. Settlement of non-derivative performance shares for the three-year performance period ending December 31, 2015, 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).

(4)

1,088

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

02/11/2016

- 3. Converts into common stock on a 1-for-1 basis.
- 4. The Compensation Committee certified on February 11, 2016 that Company achieved the 2015 net income performance goal for the restricted stock unit awards granted in 2015 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, 2018.

Remarks:

Restricted

Stock Units

/s/ Karen Crittenden, as 02/16/2016 Attorney-in-Fact

** Signature of Reporting Person

1,088

\$0.00

1,088

D

Common

(4)

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).

A

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.