FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL		
OMB Number:		3235-028

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

37 Estimated average burden 0.5 hours per response:

5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person LEAR CORP [LEA] **SCOTT RAYMOND E** Director 10% Owner Officer (give title Other (specify below) below) 3. Date of Earliest Transaction (Month/Day/Year) (Last) (First) (Middle) 02/12/2018 **EVP & President, Seating** 21557 TELEGRAPH ROAD 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) 48033 SOUTHFIELD MI Form filed by One Reporting Person Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership 7. Nature Transaction **Execution Date** Securities Form: Direct of Indirect (D) or Indirect (I) (Instr. 4) (Month/Day/Year) if any Code (Instr. Beneficially Beneficial 8) (Month/Dav/Year) Owned Following Ownership Reported (Instr. 4) (A) or (D) Transaction(s) Code Amount Price (Instr. 3 and 4) A⁽¹⁾ Common Stock 02/12/2018 31,872 A \$0.00 48,966 D $F^{(2)}$ Common Stock 02/12/2018 13,897 D \$189.02 35,069 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 11. Nature Conversion Transaction Ownership Derivative Date Execution Date Expiration Date Amount of Derivative derivative of Indirect (Month/Day/Year) Security or Exercise if any (Month/Day/Year) Code (Instr. Derivative (Month/Day/Year) Securities Security (Instr. 5) Securities Form: Beneficial (Instr. 3) Price of 8) Securities Underlying Beneficially Direct (D) Ownership Acquired Derivative **Derivative Security** Owned or Indirect (Instr. 4) (A) or Disposed Following Security (Instr. 3 and 4) (I) (Instr. 4) Reported of (D) (Instr. 3, 4 Transaction(s) (Instr. 4) and 5) Amount Number Date Expiration (D) (A) Title

Explanation of Responses:

(3)

1. Settlement of non-derivative performance shares for the three-year performance period ending December 31, 2017, 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).

4,488

(4)

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

02/12/2018

- 3 Converts into common stock on a 1-for-1 basis
- 4. The Compensation Committee certified on February 12, 2018 that Company achieved the 2017 net income performance goal for the restricted stock unit awards granted in 2017 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 3, 2020.

Remarks:

Restricted

Stock

Units

/s/ Karen Crittenden, as 02/14/2018 Attorney-in-Fact

** Signature of Reporting Person

4,488

\$0.00

4.488

D

Commor

Stock

(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).

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.