SEC Form 4

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 APPROVAL
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1. Name and Addres <u>NINIVAGGI</u>	1 0	son*	2. Issuer Name and Ticker or Trading Symbol <u>LEAR CORP</u> [LEA]		ationship of Reporting Pe (all applicable) Director	rson(s) to Issuer 10% Owner
(Last) 21557 TELEGR.	(First) APH ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/09/2006	X	Officer (give title below) Exec VP, Sec & C	Other (specify below) Gen Counsel
(Street) SOUTHFIELD	MI	48034	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filir Form filed by One Re Form filed by More that Person	porting Person
(City)	(State)	(Zip)				

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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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	11/09/2006		A		9,578	A	\$0.00	9,578	D		
Common Stock	11/09/2006		F		2,907	D	\$31.32	6,671	D		
Common Stock	11/09/2006		D ⁽¹⁾		924	D	\$31.32	5,747	D		
Common Stock	11/13/2006		М		5,100	Α	(2)	10,847	D		
Common Stock	11/13/2006		F		1,548	D	\$33.1	9,299	D		
Common Stock								70	Ι	in 401k account	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(e.g., puts, cans, 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. Transa Code (8)		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock Appreciation Rights	\$31.32	11/09/2006		Α		30,450		(3)	(3)	Common Stock	30,450	\$0.00	30,450	D	
Restricted Stock Units	(4)	11/09/2006		Α		10,150		(5)	(5)	Common Stock	10,150	\$0.00	10,150	D	
Restricted Stock Units	(2)	11/13/2006		М			5,100	(2)	(2)	Common Stock	5,100	\$0.00	5,100	D	

Explanation of Responses:

1. Additional shares to satisfy applicable tax obligations.

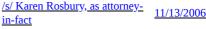
2. Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis. One-half of the restricted stock units granted on November 13, 2003 vested and settled in stock on November 13, 2006. Other than amounts withheld to satisfy tax obligations, these shares have not been disposed of. One-half will vest and settle in stock on November 13, 2008.

3. The Stock Appreciation Rights (SARs) were granted under the Long-Term Stock Incentive Plan and have a term of seven years from the date of grant. The SARs vest three years from the date of grant.

4. 1-for-1

5. The restricted stock units were granted under the Lear Corporation Long-Term Stock Incentive Plan. One-half of the units vest and settle two years from the date of grant, and one-half of the units vest and settle four years from the date of grant.

Remarks:



** Signature of Reporting Person

Date

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

 \ast 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.