Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

wasnington,	D.C.	20549	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL		
OMB Number:	3235-0287	
Estimated average burden		
haura nar raananaa	٥٦	

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 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] STEPHENS MEL Director 10% Owner Officer (give title Other (specify X below) below) 3. Date of Earliest Transaction (Month/Day/Year) (Last) (First) (Middle) 02/16/2014 SVP Comm, Facilities & Inv Rel 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 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature Transaction **Execution Date** Securities Form: Direct of Indirect Code (Instr. 8) (D) or Indirect (I) (Instr. 4) (Month/Day/Year) 5) Beneficially Beneficial (Month/Dav/Year) Owned Following Ownership Reported (Instr. 4) (A) or (D) Code Amount Price (Instr. 3 and 4) Common Stock 02/16/2014 M 6.924 Α \$0.00(1) 26,112 D Common Stock 02/16/2014 F 3,199 D \$77.4 22,913 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) 8) Price of Securities Underlying Beneficially Direct (D) Ownership Acquired Derivative **Derivative Security** Owned or Indirect (Instr. 4)

Units **Explanation of Responses:**

(1)

Security

1. Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis. The restricted stock units vested and settled in common stock on February 16, 2014.

(A) or Disposed

of (D) (Instr. 3, 4

(D) (A)

6.924

Date

(1)

Expiration

(1)

and 5)

Remarks:

Restricted

Stock

/s/ Karen Crittenden, as 02/19/2014 Attorney-in-Fact

\$0.00

Following

Transaction(s) (Instr. 4)

0

Reported

(I) (Instr. 4)

D

** Signature of Reporting Person Date

(Instr. 3 and 4)

Title

Common

Stock

Amount Number

6,924

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).

02/16/2014

** 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.