| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| ct to |
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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

| | PROVAL |
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| hours per resp | onse: | 0.5 |

| 1. Name and Addres | 1 0 | son* | 2. Issuer Name and Ticker or Trading Symbol LEAR CORP [LEA] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|-------------------------|--|---------------------|---|---|---|---|--|--|
| BURGESS SI | <u>HARI L</u> | | | | Director | 10% Owner | | |
| (Last) 21557 TELEGRA | st) (First) (Middle) 557 TELEGRAPH ROAD | | 3. Date of Earliest Transaction (Month/Day/Year) 02/11/2016 | Х | Officer (give title below) VP Treas & Chief Div | Other (specify below) versity Off | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indivi Line) | dual or Joint/Group Filing (| Check Applicable | | |
| SOUTHFIELD | MI | 48033 | | X | Form filed by One Report | ting Person | | |
| (City) | City) (State) (Zip) | | | | Form filed by More than One Reporting Person | | | |
| | Т | able I - Non-Deriva | tive Securities Acquired, Disposed of, or Benefi | cially (| Dwned | | | |

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. Transaction Code (Instr. 8) | | | | | 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) | | (1130.4) |
| Common Stock | 02/12/2016 | | A ⁽¹⁾ | | 10,885 | Α | \$0.00 | 17,891 | D | |
| Common Stock | 02/12/2016 | | F ⁽²⁾ | | 4,311 | D | \$97.89 | 13,580 | 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) | 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) | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 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 | | | | |
| Restricted Stock Units | (3) | 02/11/2016 | | A | | 1,120 | | (4) | (4) | Common Stock | 1,120 | \$0.00 | 1,120 | D | |

Explanation of Responses:

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).

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

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:

/s/ Karen Crittenden, as

Attorney-in-Fact

02/16/2016

Date

** Signature of Reporting Person

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.