Instruction 1(b)

### 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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*  Orsini Frank C				2. Issuer Name <b>and</b> Ticker or Trading Symbol LEAR CORP [ LEA ]								Check	all appli Directo	cable)	g Person(s) to Issu 10% Ow Other (s		/ner		
(Last) 21557 T	ast) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 02/09/2017								X	below)			below)	, Постория
(Street) SOUTHI			48033 (Zip)		- 4. II	4. If Amendment, Date of Original Filed (Month/Day/Year)								3. Indi Line) X	ridual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person				
		Tab	le I - No	n-Deriv	ative	e Sec	curitie	s Ac	quired,	Dis	posed o	of, or Be	nefic	ally	Owned	ł			
Date				Day/Year) i		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			l and 5) Sec Ben Owr		Amount of curities neficially vned Following		n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	(A) or (D)	Price	!	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Common Stock 02/10/2					/2017	2017		A <sup>(1)</sup>		33,132	,132 A \$		.00	49,207			D		
Common Stock 02/10/2				/2017	2017			F <sup>(2)</sup>		15,30	7 D	\$14	\$140.45		33,900		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		3A. Deem Execution if any (Month/Da	n Date,	4. Transa Code ( 8)		n of E		6. Date Exercisa Expiration Date (Month/Day/Yea		!	7. Title and Amount of Securities Underlying Derivative Securi (Instr. 3 and 4)		De Se (Ir	Price of erivative ecurity estr. 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	(A)		Date Exercisab		expiration pate	Title	Amour or Number of Shares	ber					
Restricted Stock	(3)	02/09/2017			A		3,830		(4)		(4)	Common Stock	3,830		\$0.00	3,830		D	

# **Explanation of Responses:**

- 1. Settlement of non-derivative performance shares for the three-year performance period ending December 31, 2016, 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 9, 2017 that Company achieved the 2016 net income performance goal for the restricted stock unit awards granted in 2016 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 4, 2019.

#### Remarks:

/s/ Karen Crittenden, as 02/13/2017 Attorney-in-Fact

\*\* 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.