FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APP	ROVAL
OMB Number:	3235-028
Estimated average h	urdon

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

37 hours per response: 0.5

1. Name and Address of Reporting Person* <u>Vanneste Jeffrey H.</u>						2. Issuer Name and Ticker or Trading Symbol LEAR CORP [LEA]									all appli Directo	all applicable) Director		Person(s) to Issuer 10% Owner	
(Last) (First) (Middle) 21557 TELEGRAPH ROAD							3. Date of Earliest Transaction (Month/Day/Year) 02/06/2019									Officer (give title below) Sr. VP		Other (specify below)	
(Street) SOUTHI			48033 (Zip)		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indi Line) X					
		Tab	le I - No	n-Deriv	ative	Sec	uritie	s Ac	quired,	Dis	posed o	of, or Be	nefic	ially	Owned	ł			
1. Title of Security (Instr. 3) 2. Transa Date (Month/D				r) Ex	A. Deemed execution Date, any Month/Day/Year)		Transaction Code (Instr.		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4			1 and 5) Securiti Benefic Owned		es ally Following	Form (D) o	n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	(A) or (D)	Pric	e	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)
Common	Common Stock 02/06/20								A ⁽¹⁾		24,150	6 A	\$(0.00	31	,940		D	
Common Stock 02/06/2					/2019	2019			F ⁽²⁾		10,533	3 D	\$15	55.01	01 21,407			D	
		Т	able II -									, or Ben ble secu			wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/D	n Date,	4. Transa Code (I 8)		n of I		6. Date Ex Expiration (Month/Da	n Date	•		mount of ecurities		Price of erivative ecurity estr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)
				C	Code	v	(A)		Date Exercisab		Expiration Date	Title	Amou or Numb of Share	er					
Restricted Stock	(3)	02/06/2019			A		3,124		(4)		(4)	Common	3,12	4	\$0.00	3,124		D	

Explanation of Responses:

- 1. Settlement of non-derivative performance shares for the three-year performance period ending December 31, 2018, 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 tax withholding requirements.
- 3. Converts into common stock on a 1-for-1 basis.
- 4. The Compensation Committee certified on February 6, 2019 that Company achieved the 2018 net income performance goal for the restricted stock unit awards granted in 2018 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, 2021.

Remarks:

/s/ Karen Crittenden, as 02/08/2019 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.