Instruction 1(b).

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D	D.C. 205	19
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Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CH
obligations may continue. See	

ANGES 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* BURGESS SHARI L					2. Issuer Name and Ticker or Trading Symbol LEAR CORP [LEA]									(Ch	eck all appl Direct	tionship of Reporting Pall applicable) Director Officer (give title		10% Owner Other (specify	
(Last) 21557 TF	(F ELEGRAF	First) PH ROAD	(Middle)			Date of 109/20		est Tran	saction (N	1onth	/Day/Year)		below	Officer (give title Other (specify below) below) VP Treas & Chief Diversity Off					
(Street) SOUTHE			48033 (Zip)		- 4. Ii	4. If Amendment, Date of Original Filed (Month/Day/Year)							Lin	e) X Form Form	idual 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	uriti	es Ac	quired	Dis	posed	of, or E	Bene	eficial	ly Owne	d			
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		ur) Ex	2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4				Benefic Owned	ies ially Following	Form (D) or	: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A) (D)	or	Price	Reporte Transac (Instr. 3	ction(s)			(Instr. 4)
Common	Stock			02/10	/2017	,			A ⁽¹⁾		8,61	1 <i>A</i>	1	\$0.00) 13	3,639	639 D		
Common	Stock			02/10	/2017	,			F ⁽²⁾		3,508	В І)	\$140.4	45 10	10,131 D			
		1	able II -								osed of convert				Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deen Executio if any (Month/D	n Date,		Transaction Code (Instr.		n of l		ercis n Date ny/Yea		7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	y	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisal		Expiration Date	Title	or Nu of	umber					
Restricted Stock	(3)	02/09/2017			A		908		(4)		(4)	Commo Stock	1 9	908	\$0.00	908		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.