

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 Instruction 1(b).

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

OMB APPROVAL

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|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><u>JACKSON ROGER A</u><br><br>(Last) (First) (Middle)<br><u>21557 TELEGRAPH ROAD</u><br><br>(Street)<br><u>SOUTHFIELD MI 48034</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>LEAR CORP [ LEA ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>11/09/2006</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Sr. VP-Human Resources</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |
|--|--|---|

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) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |        | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 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  |   |  |   |
| Common Stock                    | 11/13/2006                           |  | M                              |   | 5,040   | A          | (1)    | 9,842   | D  |   |
| Common Stock                    | 11/13/2006                           |  | F                              |   | 1,530   | D          | \$33.1 | 8,312   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |        | 538   | I  | in 401k account                                       |

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. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |       | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 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 |  |  |   |  |
| Stock Appreciation Rights                  | \$31.32  | 11/09/2006                           |  | A                              |   | 18,900   |       | (2)  | (2)             | Common Stock  | 18,900                     | \$0.00                                     | 18,900   | D   |  |
| Restricted Stock Units                     | (3)  | 11/09/2006                           |  | A                              |   | 6,300  |       | (4)  | (4)             | Common Stock  | 6,300                      | \$0.00                                     | 6,300  | D   |  |
| Restricted Stock Units                     | (1)  | 11/13/2006                           |  | M                              |   |  | 5,040 | (1)  | (1)             | Common Stock  | 5,040                      | \$0.00                                     | 5,040  | D   |  |

Explanation of Responses:

1. Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis. One-half of the restricted stock units granted on November 13, 2003 vested and settled in stock on November 13, 2006. Other than amounts withheld to satisfy tax obligations, these shares have not been disposed of. One-half will vest and settle in stock on November 13, 2008.
2. The Stock Appreciation Rights (SARs) were granted under the Long-Term Stock Incentive Plan and have a term of seven years from the date of grant. The SARs vest three years from the date of grant.
3. 1-for-1
4. The restricted stock units were granted under the Lear Corporation Long-Term Stock Incentive Plan. One-half of the units vest and settle two years from the date of grant, and one-half of the units vest and settle four years from the date of grant.

Remarks:

/s/ Karen Rosbury, as attorney-in-fact 11/13/2006

\*\* Signature of Reporting Person Date

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.

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