## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

washington,	D.C.	20549	

STATEMENT	<b>OF CHANGES</b>	IN BENEFICIAL	OWNERSHIP

l	OMB APPRO	VAL
	OMB Number:	3235-0287
	Estimated average burde	en
	hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>STEPHENS MEL</u>				2. Issuer Name <b>and</b> Ticker or Trading Symbol LEAR CORP [ LEA ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  Officer (give title Other (specify						
(Last) 21557 TI	(Fi ELEGRAPI	,	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 02/07/2016							X	below)		cilitie	below)	` ´	
(Street) SOUTHI			48033 (Zip)		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Indi Line) X						
		Tab	le I - Noi	า-Deriv	ative	e Sec	curiti	ies Ac	quire	, Dis	posed	of, or Be	enefic	ially	Owned	d			
			Date	. Transaction Date Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Code	Transaction Dis		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)				es ially Following	Form:	: Direct Indirect I str. 4)	7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A) or (D)		e	Transac	eported ansaction(s) nstr. 3 and 4)			(Instr. 4)
Common Stock 02/0					7/2016	/2016		M		7,84	7,844 A		.00(1)	0(1) 43,724			D		
Common Stock 02/				02/07	7/2016	/2016			F <sup>(2)</sup>		2,47	9 D	\$9	8.59	59 41,245		D		
		Т	able II -									, or Ben ble sec			wned				•
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deem Execution r) if any (Month/Da	Date,		Transaction Code (Instr.		n of E		6. Date Exercisa Expiration Date (Month/Day/Yea		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		D S (li	Price of erivative ecurity nstr. 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 Exercisa		Expiration Date	Amo or Nun of Title Sha		er					
Restricted Stock Units	(1)	02/07/2016			М			7,844	(1)		(1)	Common Stock	7,84	4	\$0.00	0		D	

## Explanation of Responses:

- 1. Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis. The restricted stock units vested and settled in common stock on February 7, 2016.
- 2. Shares withheld by the Company to satisfy minimum tax withholding requirements.

## Remarks:

/s/ Karen Crittenden, as Attorney-in-Fact 02/09/2016

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.