SEC Form 4	
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### FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

obligations may continue. See Instruction 1(b).
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## 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 OMB Number: 3235-0287 Estimated average burden

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1. Name and Addres <u>SCOTT RAY</u>	is of Reporting Person	n*	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>LEAR CORP</u> [ LEA ]		tionship of Reporting Perso all applicable) Director	on(s) to Issuer 10% Owner
(Last) 21557 TELEGR.	(First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year) 02/09/2017	Х	Officer (give title below) EVP & President,	Other (specify below) Seating
(Street) SOUTHFIELD	MI	48033	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repo Form filed by More than Person	rting Person
(City)	(State)	(Zip)			Feison	

#### 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)		Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	02/10/2017		A <sup>(1)</sup>		40,842	A	\$0.00	61,823	D	
Common Stock	02/10/2017		<b>F</b> <sup>(2)</sup>		18,870	D	\$140.45	42,953	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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)	5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr. and 5)	tive ties red sed 3, 4	Expiration Date (Month/Day/Year) S		Expiration Date Amount of		f g Security	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)
Restricted Stock Units	(3)	02/09/2017		A	4,448		(4)	(4)	Common Stock	4,448	\$0.00	4,448	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:

## <u>/s/ Karen Crittenden, as</u>

Attorney-in-Fact

02/13/2017

Date

\*\* Signature of Reporting Person

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

 $\ast$  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.