

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Cardew Jason M</u>  (Last) (First) (Middle) 21557 TELEGRAPH ROAD  (Street) SOUTHFIELD MI 48033  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/01/2019	3. Issuer Name and Ticker or Trading Symbol <u>LEAR CORP [ LEA ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Sr. VP & CFO	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,946	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Restricted Stock Units	(1)	(1)	Common Stock 2,475	(2)	D	
Restricted Stock Units	(3)	(3)	Common Stock 1,261	(2)	D	
Restricted Stock Units	(4)	(4)	Common Stock 793	(2)	D	
Restricted Stock Units	(5)	(5)	Common Stock 685	(2)	D	
Restricted Stock Units	(6)	(6)	Common Stock 673	(2)	D	
Restricted Stock Units	(7)	(7)	Common Stock 1,043	(2)	D	
Restricted Stock Units	(8)	(8)	Common Stock 480	(2)	D	
Restricted Stock Units	(9)	(9)	Common Stock 835	(2)	D	
Restricted Stock Units	(10)	(10)	Common Stock 902	(2)	D	
Restricted Stock Units	(11)	(11)	Common Stock 2,218	(2)	D	

Explanation of Responses:

- These "Career Share" RSUs were granted on November 14, 2012, under the 2009 Long-Term Stock Incentive Plan. The stock units vest on the third anniversary of the grant date but are not converted into shares of common stock until or after age 62 or a qualifying retirement and remain subject to forfeiture for a voluntary termination prior to meeting retirement eligibility requirements.
- Converts into common stock on a 1-for-1 basis.
- These "Career Share" RSUs were granted on November 13, 2013, under the 2009 Long-Term Stock Incentive Plan. The stock units vest on the third anniversary of the grant date but are not converted into shares of common stock until or after age 62 or a qualifying retirement and remain subject to forfeiture for a voluntary termination prior to meeting retirement eligibility requirements.
- These "Career Share" RSUs were granted on November 19, 2014, under the 2009 Long-Term Stock Incentive Plan. The stock units vest on the third anniversary of the grant date but are not converted into shares of common stock until or after age 62 or a qualifying retirement and remain subject to forfeiture for a voluntary termination prior to meeting retirement eligibility requirements.
- These "Career Share" RSUs were granted on November 18, 2015, under the 2009 Long-Term Stock Incentive Plan. The stock units vest on the third anniversary of the grant date but are not converted into shares of common stock until or after age 62 or a qualifying retirement and remain subject to forfeiture for a voluntary termination prior to meeting retirement eligibility requirements.
- These "Career Share" RSUs were granted on November 16, 2016, under the 2009 Long-Term Stock Incentive Plan. The stock units vest on the third anniversary of the grant date but are not converted into shares of common stock until or after age 62 or a qualifying retirement and remain subject to forfeiture for a voluntary termination prior to meeting retirement eligibility requirements.
- These restricted stock units were granted on January 3, 2017, under the Lear Corporation 2009 Long-Term Stock Incentive Plan. The stock units vest and settle in common stock on the third anniversary of the grant date.
- These "Career Share" RSUs were granted on November 20, 2017, under the 2009 Long-Term Stock Incentive Plan. The stock units vest on the third anniversary of the grant date but are not converted into shares of common stock until or after age 62 or a qualifying retirement and remain subject to forfeiture for a voluntary termination prior to meeting retirement eligibility requirements.
- These restricted stock units were granted on January 2, 2018, under the Lear Corporation 2009 Long-Term Stock Incentive Plan. The stock units vest and settle in common stock on the third anniversary of the grant date.
- These "Career Share" RSUs were granted on November 14, 2018, under the 2009 Long-Term Stock Incentive Plan. The stock units vest on the third anniversary of the grant date but are not converted into shares of common stock until or after age 62 or a qualifying retirement and remain subject to forfeiture for a voluntary termination prior to meeting retirement eligibility requirements.
- These restricted stock units were granted on January 2, 2019, under the Lear Corporation 2009 Long-Term Stock Incentive Plan. The stock units vest and settle in common stock on the third anniversary of the grant date.

Remarks:

/s/ Karen M. Crittenden, as attorney-in-fact

11/01/2019

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 5 (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.**

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Harry A. Kemp, Laurie M. Harlow, Karen M. Crittenden, Alaina P. DeBona, Nyron J. Persaud and Ariane Andrade, signing singly, the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Lear Corporation (the "Company"), (i) Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, and (ii) Forms 144 in accordance with the Securities Act of 1933, as amended, and the rules thereunder;

2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, 5 or 144 complete and execute any amendment or amendments thereto and timely file such form with the United States Securities and Exchange Commission and any national quotation system, national securities exchange, stock exchange or similar authority; and

3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of or legally required by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 or Rule 144 of the Securities Act of 1933.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, 5 and 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of October, 2019.

By: \_\_\_\_\_/s/\_\_\_\_\_  
Jason M. Cardew

Subscribed and sworn to before me this 4th day of October, 2019

\_\_\_\_\_/s/\_\_\_\_\_  
Karen M. Crittenden, Notary Public  
State of Michigan, County of Wayne  
Commission Expires: April 15, 2026