

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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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>DiDonato Thomas A</u> (Last) (First) (Middle) 21557 TELEGRAPH ROAD (Street) SOUTHFIELD MI 48033 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LEAR CORP [LEA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr VP, Human Resources</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	01/03/2020		M		3,173	A	\$0.00 ⁽¹⁾	19,422.554	D	
Common Stock	01/03/2020		F ⁽²⁾		1,433	D	\$136.83	17,989.554	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. 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				
Restricted Stock Units	(3)	01/02/2020		A		2,848		(4)	(4)	Common Stock	2,848	\$0.00	2,848	D	
Option (Right to Buy)	\$30.32	01/02/2020		A		13,160		(5)	(5)	Common Stock	13,160	\$0.00	13,160	D	
Restricted Stock Units	(3)	01/03/2020		M			3,173	(1)	(1)	Common Stock	3,173	\$0.00	0	D	

Explanation of Responses:

- The restricted stock units vested and settled in common stock on January 3, 2020.
- Shares withheld by the Company to satisfy tax withholding requirements.
- Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis.
- The restricted stock units were granted on January 2, 2020, under the Lear Corporation 2019 Long Term Stock Incentive Plan. The stock units vest and settle in common stock on the third anniversary of the grant date.
- The Stock Options were granted under the Lear Corporation 2019 Long Term Stock Incentive Plan and have a term of ten years from the date of grant. One-third of the Options will vest and become exercisable on each of the first three anniversaries of the grant date.

Remarks:

/s/ Karen Crittenden, as Attorney-in-Fact

01/06/2020

** 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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