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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 2**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
**Under**  
**The Securities Act of 1933**

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**LEAR CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

13-3386776  
(I.R.S. Employer Identification No.)

21557 Telegraph Road  
Southfield, Michigan  
(Address of Principal Executive Offices)

48033  
(Zip Code)

**Lear Corporation Salaried Retirement Program**  
**(f/k/a Lear Seating Corporation 401(k) Plan)**  
(Full Title of the Plan)

Terrence B. Larkin  
Senior Vice President, General Counsel and Corporate Secretary  
21557 Telegraph Road  
Southfield, Michigan 48033  
(Name and Address of Agent for Service)

(248) 447-1500  
(Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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## DEREGISTRATION OF SECURITIES

Lear Corporation (the "Company") registered, pursuant to a Registration Statement on Form S-8 (Registration Number 33-57237) (the "Registration Statement") filed with the Securities and Exchange Commission on January 11, 1995, 750,000 shares of the Company's common stock in connection with the offering of a Company stock fund investment option and an indeterminate amount of interests to be offered or sold under the Lear Corporation Salaried Retirement Program (f/k/a: (1) the Lear Plastics Corporation 401(k) Plan for Hourly Employees, (2) the Lear Seating Corporation 401(k) Plan for the Hourly Employees of the Detroit Plant, (3) the Lear Seating Corporation 401(k) Plan for the Hourly Employees of the Fenton Plant, (4) the Lear Seating Corporation 401(k) Plan for the Hourly Employees of the Romulus II Plant and (5) the Lear Seating Corporation 401(k) Plan) (the "Plan"). On July 17, 1998, Lear Corporation filed a post-effective amendment to the Registration Statement to reflect the consolidation of the first four plans listed in the parenthetical above with the Lear Seating Corporation 401(k) Plan, which was later renamed as the Lear Corporation Salaried Retirement Savings Plan and then renamed as the Lear Corporation Salaried Retirement Program. Effective as of October 31, 2007, the Company stock fund was closed to new contributions and transfers under the Plan, and as of May 1, 2009, all units held in the Company stock fund were liquidated and transferred to an alternative investment fund under the Plan. Accordingly, the Company is filing this post-effective amendment (this "Amendment") to the Registration Statement to remove from registration any and all remaining shares of common stock and the indeterminate amount of plan interests registered under the Registration Statement which have not been issued under the Plan as of the date specified below.

## PART II

### INFORMATION REQUIRED IN REGISTRATION STATEMENT

#### Item 8. Exhibits

24.1 Powers of attorney relating to the execution of this Amendment to the Registration Statement

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Southfield, Michigan on the 11<sup>th</sup> day of June, 2009.

### LEAR CORPORATION

By: /s/ Terrence B. Larkin  
Terrence B. Larkin  
Senior Vice President, General Counsel and  
Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>Robert E. Rossiter*</u> Robert E. Rossiter	Chairman of the Board of Directors, Chief Executive Officer and President and a Director (Principal Executive Officer)	June 11, 2009
<u>Matthew J. Simoncini*</u> Matthew J. Simoncini	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 11, 2009
<u>Dr. David E. Fry*</u> Dr. David E. Fry	Director	June 11, 2009
<u>Justice Conrad L. Mallett*</u> Justice Conrad L. Mallett	Director	June 11, 2009
<u>Larry W. McCurdy*</u> Larry W. McCurdy	Director	June 11, 2009
<u>Roy E. Parrott*</u> Roy E. Parrott	Director	June 11, 2009
<u>David P. Spalding*</u> David P. Spalding	Director	June 11, 2009
<u>James A. Stern*</u> James A. Stern	Director	June 11, 2009
<u>Henry D.G. Wallace*</u> Henry D.G. Wallace	Director	June 11, 2009
<u>Richard F. Wallman*</u> Richard F. Wallman	Director	June 11, 2009

\*By: /s/ Terrence B. Larkin  
Terrence B. Larkin  
Attorney-in-Fact

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Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned (or other persons who administer the Plan) have duly caused this Amendment to the Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized in the City of Southfield, Michigan on June 11, 2009.

LEAR CORPORATION SALARIED RETIREMENT PROGRAM

By: Lear Corporation Employee Benefits Committee, as Plan  
Administrator

By: /s/ Thomas J. Polera

Name: Thomas J. Polera

Title: Vice President, Global Compensation and Benefits

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## EXHIBIT INDEX

Exhibit Number	Exhibit Name
24.1	Powers of attorney relating to execution of this Amendment to the Registration Statement

### Power of Attorney

Lear Corporation intends to file with the Securities and Exchange Commission (the "Commission") post-effective amendments (the "Amendments") to the following registration statements (collectively, the "Registration Statements"):

- Form S-8 Registration Statements No. 33-57237, 333-94789, 333-108883 and 333-138436 filed with the Commission on January 11, 1995, January 18, 2000, September 17, 2003 and November 3, 2006, respectively, registering securities to be issued under the Lear Corporation Salaried Retirement Program; and
- Form S-8 Registration Statements No. 333-16415, 333-94787, 333-108882 and 333-138435 filed with the Commission on November 19, 1996, January 18, 2000, September 17, 2003 and November 3, 2006, respectively, registering securities to be issued under the Lear Corporation Hourly Retirement Savings Plan;

for the purpose of deregistering securities registered, but not issued, under the Registration Statements.

Each person whose signature appears below constitutes and appoints, as of the date appearing opposite such signature, Matthew J. Simoncini and Terrence B. Larkin and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Amendments (and any other post-effective amendments to the Registration Statements) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all said attorneys-in-fact and agents, or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert E. Rossiter</u> Robert E. Rossiter	Chairman of the Board of Directors, Chief Executive Officer and President and a Director (Principal Executive Officer)	May 21, 2009
<u>/s/ Matthew J. Simoncini</u> Matthew J. Simoncini	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 21, 2009
<u>/s/ Dr. David E. Fry</u> Dr. David E. Fry	Director	May 21, 2009
<u>/s/ Justice Conrad L. Mallett</u> Justice Conrad L. Mallett	Director	May 21, 2009
<u>/s/ Larry W. McCurdy</u> Larry W. McCurdy	Director	May 21, 2009
<u>/s/ Roy E. Parrott</u> Roy E. Parrott	Director	May 21, 2009
<u>/s/ David P. Spalding</u> David P. Spalding	Director	May 21, 2009
<u>/s/ James A. Stern</u> James A. Stern	Director	May 21, 2009
<u>/s/ Henry D.G. Wallace</u> Henry D.G. Wallace	Director	May 21, 2009
<u>/s/ Richard F. Wallman</u> Richard F. Wallman	Director	May 21, 2009