

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Larkin Terrence B</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 Officer (give title below) Other (specify below) X Sr VP, Gen Cnsl & Corp Sec
	3. Date of Earliest Transaction (Month/Day/Year) 09/12/2008	
	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			

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				
2008 MSPP Restricted Stock Units	(1)	09/12/2008		D		1,101.32		(2)	(2)	Common Stock	1,101.32	(3)	1,101.32	D	
Cash-Settled Stock Appreciation Rights	\$14.55	09/12/2008		A ⁽⁴⁾		3,303.96		(5)	(5)	Common Stock	3,303.96	(4)	3,303.96	D	

Explanation of Responses:

- RSUs generally convert into common stock on a 1-for-1 basis, but pursuant to the Offer to Exchange Eligible Restricted Stock Unit Awards dated August 14, 2008, up to 50% of the RSUs were eligible to be exchanged for cash-settled stock appreciation rights (SARs) and/or a credit to a notional, interest bearing cash account.
- The restricted stock units were accrued under the Lear Corporation Management Stock Purchase Plan pursuant to a deferred compensation election. Pursuant to the executive's participation in the Offer to Exchange Eligible Restricted Stock Unit Awards dated August 14, 2008, which expired on September 11, 2008, these RSUs were exchanged for stock appreciation rights effective September 12, 2008. The remaining RSUs generally vest and settle on March 14, 2011.
- The exchanged RSUs were credited at \$22.70 per unit based on deferrals of salary and/or bonus earned by the executive.
- For each of the 1101.32 RSUs that were exchanged, the executive received 3 cash-settled SARs.
- Generally becomes exercisable on March 14, 2011, and remains exercisable until March 14, 2013.

Remarks:

/s/ Karen Rosbury, as attorney in fact 09/15/2008

** 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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