

As filed with the Commission on July 2, 1997

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the period ended January 2, 1997

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the transition period from _____ to _____ .

Commission File No: 1-11311

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Lear Corporation 401(k) Plan for Hourly Associates of the Duncan Plant

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

LEAR CORPORATION
21557 TELEGRAPH ROAD
SOUTHFIELD, MICHIGAN 48086-5008

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REQUIRED INFORMATION

The Lear Corporation 401(k) Plan for Hourly Associates of the Duncan Plant (the "Plan") is subject to the Employee Retirement Income Security Act of 1974 ("ERISA"). Therefore, in lieu of the requirements of Items 1-3 of Form 11-K, the financial statements of the Plan for the fiscal year ended December 31, 1996 and for the period from December 31, 1996 to January 2, 1997, the date on which it was merged out of existence, which have been prepared in accordance with the financial reporting requirements of ERISA, as listed in the Summary Table of Contents. The consent of Arthur Andersen LLP attached hereto as an Exhibit is a part hereof.

LEAR CORPORATION

401(K) PLAN

FOR HOURLY ASSOCIATES OF THE DUNCAN PLANT

FINANCIAL STATEMENTS AS OF JANUARY 2, 1997 AND DECEMBER 31, 1996

TOGETHER WITH AUDITORS' REPORT

Report of Independent Public Accountants

To the Plan Administrator of the
Lear Corporation 401(k) Plan
for Hourly Associates of the Duncan Plant:

We have audited the accompanying statements of assets available for benefits of LEAR CORPORATION 401(K) PLAN FOR HOURLY ASSOCIATES OF THE DUNCAN PLANT as of January 2, 1997 and December 31, 1996, and the related statements of changes in assets available for benefits for the period ended January 2, 1997 and the year ended December 31, 1996. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets available for benefits of the Plan as of January 2, 1997 and December 31, 1996, and the changes in assets available for benefits for the period ended January 2, 1997 and the year ended December 31, 1996 in conformity with generally accepted accounting principles.

/s/ Arthur Andersen LLP

Detroit, Michigan,
June 30, 1997.

LEAR CORPORATION

401(k) PLAN

FOR HOURLY ASSOCIATES OF THE DUNCAN PLANT

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LEAR CORPORATION

401(k) PLAN

FOR HOURLY ASSOCIATES OF THE DUNCAN PLANT

STATEMENTS OF ASSETS AVAILABLE FOR BENEFITS

AS OF JANUARY 2, 1997 AND DECEMBER 31, 1996

Fund Information

Participant Directed

January 2, 1997

	Bond Fund	Equity Fund	Money Market Fund	Investment Contract Trust Fund	Common Stock Fund	Total
ASSETS:						
Cash	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Investments-						
Common Stock Fund - 0 units and 509 units as of January 2, 1997 and December 31, 1996, respectively.	-	-	-	-	-	-
Total investments	-	-	-	-	-	-
Contributions receivable	-	-	-	-	-	-
ASSETS AVAILABLE FOR BENEFITS	\$ - =====	\$ - =====	\$ - =====	\$ - =====	\$ - =====	\$ - =====

Fund Information

Participant Directed

December 31, 1996

	Bond Fund	Equity Fund	Money Market Fund	Investment Contract Trust Fund	Common Stock Fund	Total
ASSETS:						
Cash	\$8,547	\$22,288	\$ 9,065	\$ 5,686	\$ 320	\$45,906
Investments-						
Common Stock Fund - 0 units and 509 units as of January 2, 1997 and December 31, 1996, respectively.	-	-	-	-	17,370	17,370
Total investments	-	-	-	-	17,370	17,370
Contributions receivable	24	107	1,628	1,024	228	3,011
ASSETS AVAILABLE FOR BENEFITS	\$8,571 =====	\$22,395 =====	\$10,693 =====	\$ 6,710 =====	\$17,918 =====	\$66,287 =====

The accompanying notes are an integral part of these statements.

LEAR CORPORATION
401(k) PLAN
FOR HOURLY ASSOCIATES OF THE DUNCAN PLANT

STATEMENTS OF CHANGES IN ASSETS AVAILABLE FOR BENEFITS

FOR THE PERIOD ENDED JANUARY 2, 1997 AND THE YEAR ENDED DECEMBER 31, 1996

	Fund Information					
	Participant Directed					
	January 2, 1997					
	Bond Fund	Equity Fund	Money Market Fund	Investment Contract Trust Fund	Common Stock Fund	Total
INVESTMENT INCOME:						
Interest and dividend income	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Net unrealized appreciation in value of investments	-	-	-	-	-	-
Realized gain (loss) on sale of investments	-	-	-	-	-	-
Net investment income	-	-	-	-	-	-
CONTRIBUTIONS:						
Employee contributions	-	-	-	-	-	-
Employer contributions	-	-	-	-	-	-
Total contributions	-	-	-	-	-	-
BENEFIT DISTRIBUTIONS	-	-	-	-	-	-
FORFEITURES	-	-	-	-	-	-
TRANSFERS (Note 1)	(8,571)	(22,395)	(10,693)	(6,710)	(17,918)	(66,287)
Net increase (decrease)	(8,571)	(22,395)	(10,693)	(6,710)	(17,918)	(66,287)
ASSETS AVAILABLE FOR BENEFITS, beginning of period	8,571	22,395	10,693	6,710	17,918	66,287
ASSETS AVAILABLE FOR BENEFITS, end of period	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

	Fund Information					
	Participant Directed					
	December 31, 1996					
	Bond Fund	Equity Fund	Money Market Fund	Investment Contract Trust Fund	Common Stock Fund	Total
INVESTMENT INCOME:						
Interest and dividend income	\$ 418	\$ 1,350	\$ 251	\$ 197	\$ 22	\$ 2,238
Net unrealized appreciation in value of investments	-	-	-	-	199	199
Realized gain (loss) on sale of investments	(119)	1,495	-	-	26	1,402
Net investment income	299	2,845	251	197	247	3,839
CONTRIBUTIONS:						
Employee contributions	5,072	11,995	5,586	3,949	11,529	38,131
Employer contributions	1,616	3,715	2,499	1,741	3,468	13,039
Total contributions	6,688	15,710	8,085	5,690	14,997	51,170
BENEFIT DISTRIBUTIONS	(41)	(199)	(365)	(154)	(873)	(1,632)
FORFEITURES	(24)	(352)	955	(290)	(289)	-

TRANSFERS (Note 1)	-	-	-	-	-	-
	-----	-----	-----	-----	-----	-----
Net increase	6,922	18,004	8,926	5,443	14,082	53,377
ASSETS AVAILABLE FOR BENEFITS, beginning of period	1,649	4,391	1,767	1,267	3,836	12,910
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ASSETS AVAILABLE FOR BENEFITS, end of period	\$8,571	\$22,395	\$10,693	\$6,710	\$17,918	\$66,287
	=====	=====	=====	=====	=====	=====

The accompanying notes are an integral part of these statements.

LEAR CORPORATION
401(k) PLAN
FOR HOURLY ASSOCIATES OF THE DUNCAN PLANT

NOTES TO FINANCIAL STATEMENTS

(1) PLAN MERGER

Effective January 1, 1997, the Lear Corporation 401(k) Plan for Hourly Associates at the Duncan Plant (the Plan) was merged into the Lear Corporation Hourly Retirement Savings plan (the Surviving Plan). Benefits to participants of the Plan are unaffected by the merger, as all benefits earned up to the effective date of the merger are carried over.

The Plan assets were transferred to the Surviving Plan on January 2, 1997. Thus, the Statement of Assets Available for Benefits as of this date reflects no assets or liabilities.

(2) PLAN DESCRIPTION

The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

Eligibility

All hourly employees of the Duncan Plant who have completed one year of service are eligible to participate in the Plan effective on the first day of the quarter following completion of the Plan's eligibility requirements.

Contributions

Contributions to the Plan are made as follows:

Employee Contributions - Participants may elect to defer from 1% to 15% of their compensation each Plan year, subject to Plan limitations. The amount of compensation participants elect to defer through payroll deductions is contributed to the Plan by the Company on their behalf.

Employer Contributions - The Company makes contributions on behalf of each eligible employee. The contribution formula is based on the number of hours worked by the individual. Effective January 1, 1997 the Employer contribution will be made in Lear Corporation (the Sponsor) common stock.

LEAR CORPORATION
401(k) PLAN
FOR HOURLY ASSOCIATES OF THE DUNCAN PLANT

NOTES TO FINANCIAL STATEMENTS
(Continued)

Administration

The Plan administrator is responsible for general administration of the Plan for the exclusive benefit of Plan participants and their beneficiaries, subject to the specific terms of the Plan agreement. Assets of the Plan and related investments are administered by the Plan's trustee. Effective January 1, 1997, the Plan changed its trustee from Delaware Charter Guarantee and Trust Company to Wachovia Bank of North Carolina (the Trustee). It is the Trustees' responsibility to invest Plan assets and to distribute benefits to participants.

Investment Options

The Plan agreement provides for five investment options:

- Bond Fund - Fixed Income Securities Fund consisting of investments in a diversified portfolio of long-term, investment grade bonds.
- Equity Fund - Windsor II Fund consisting primarily of investments in common stocks that, in the opinion of the Fund's investment advisor, are undervalued in the marketplace.
- Money Market Fund - Money Market Fund consisting of investments in short-term securities such as certificates of deposit, bankers' acceptances, commercial paper, and U.S. Government securities.
- Investment Contract Trust Fund - Investment Contract Trust Fund consisting primarily of investments in investment contracts issued by high-quality insurance companies and banks, and in similar types of fixed income investments.
- Common Stock Fund - Common Stock Fund consisting of investment in the common stock of Lear Corporation purchased in the open market.

LEAR CORPORATION
401(k) PLAN
FOR HOURLY ASSOCIATES OF THE DUNCAN PLANT

NOTES TO FINANCIAL STATEMENTS
(Continued)

Each plan participant may elect, from the various options provided in the Plan agreement, the percentage allocation of both employer and employee contributions among the funds.

Allocation of Earnings and Losses

The earnings and losses on Plan investments are allocated on a pro rata basis to the elective accounts of the individual participants.

Vesting of Benefits

Participants are immediately 100% vested in their contributions and earnings thereon regardless of length of service. Participants become 100% vested in employer contributions and earnings thereon after three years of service or upon retirement, total and permanent disability or death.

Plan Forfeitures

Forfeitures of participants' nonvested portion of employer contributions, as determined in accordance with the Plan provisions, are available to reduce future employer contributions.

Distribution of Benefits

Distribution of benefits is made upon the occurrence of any one of the following:

- Normal retirement of the participant at age 65;
- Deferred retirement of the participant beyond age 65;
- In-service withdrawal of the participant after age 59 1/2;
- Total and permanent disability of the participant;
- Death of the participant; or
- Termination of employment.

LEAR CORPORATION
401(k) PLAN
FOR HOURLY ASSOCIATES OF THE DUNCAN PLANT

NOTES TO FINANCIAL STATEMENTS
(Continued)

Benefits payable upon normal, deferred retirement or in-service withdrawal, total and permanent disability or death are made in either a lump sum or an annuity. Benefits due upon termination of employment are based on vested amounts in the participants' accounts and are made in either a lump sum or an annuity. A terminated participant will receive the distribution within one year after termination of employment.

Priorities Upon Termination of the Plan

In the event of complete discontinuance of employer contributions or if the Plan is totally or partially terminated, the accounts of the participants affected by such actions shall thereupon become 100% vested and nonforfeitable. The Company currently has no intention to terminate the Surviving Plan.

Loans to Participants

Loans to participants are not permitted under the Plan.

Hardship Withdrawals

No amounts may be withdrawn from a salary deferral account before a participant terminates employment with the Company or attains the age of fifty-nine and one-half, except by reason of financial hardship. All requests for hardship withdrawals require the consent of the Plan administrator.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

Accounting records are maintained by the Trustee on the accrual basis of accounting.

Investments

Investment transactions are recorded on the trade date basis. Investments owned are reflected in the Statements of Assets Available for Benefits at current value. Current value, which is equivalent to market value, is the unit valuation of the security at yearend. Realized gains and losses on sales of investments and unrealized appreciation and depreciation in the value of investments are computed based on the difference between the market value of Plan assets at the beginning of the Plan year, or at the time of purchase if acquired during the year, and the market value of investments when sold or at Plan yearend.

LEAR CORPORATION
401(k) PLAN
FOR HOURLY ASSOCIATES OF THE DUNCAN PLANT

NOTES TO FINANCIAL STATEMENTS
(Continued)

All investments, except for Lear Common Stock, were liquidated at December 31, 1996 in preparation for the change in the custodian of the Plan effective on January 1, 1997 from Vanguard Group to Wachovia Bank of North Carolina.

Expenses

All direct costs and expenses incurred in connection with the Plan are paid by the Company.

(3) TAX STATUS

The Plan has not requested a tax determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized in the City of Southfield, Michigan on July 2, 1997.

LEAR CORPORATION 401(K) PLAN FOR HOURLY ASSOCIATES OF THE DUNCAN PLANT
By: Lear Corporation, as Plan Administrator

By: /s/ Roger A. Jackson

Name: Roger A. Jackson

Title: Senior Vice President - Human Resources

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation of our report included in this Form 11-K, into the Company's previously filed Registration Statement File No. 33-62209.

/s/ ARTHUR ANDERSEN LLP

Detroit, Michigan
June 30, 1997