SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

check this box if no longer subject to
ection 16. Form 4 or Form 5
bligations may continue. See
nstruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Address Murawski Jam	s of Reporting Person [*] 1 <u>es L</u>		2. Issuer Name and Ticker or Trading Symbol <u>LEAR CORP</u> [LEA]	(Check	ionship of Reporting Person all applicable) Director Officer (give title	(s) to Issuer 10% Owner Other (specify
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 03/15/2007	Х	below) VP-Controlle	below)
(Street) SOUTHFIELD (City)	MI (State)	48034 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	dual or Joint/Group Filing (C Form filed by One Reportin Form filed by More than O Person	ng Person

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)	Code (3. 4. Securities Acquired (A) or Transaction Disposed Of (D) (Instr. 3, 4 and 5 8) 9			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
		Code V Amount (A) or Price Transac		Transaction(s) (Instr. 3 and 4)		(1130.4)				
Common Stock	03/15/2007		M ⁽¹⁾		819	Α	\$36.76	1,428	D	
Common Stock	03/15/2007		F		239	D	\$36.76	1,189	D	
Common Stock								4,392	Ι	in 401k account

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. Transa Code (8)		Derivative		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	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		Transaction(s) (Instr. 4)		
Restricted Stock Units	(2)	03/15/2007		M ⁽¹⁾			819	03/15/2007	03/15/2007	Common Stock	819	(3)	0	D	
Restricted Stock Units	(2)	03/15/2007		Α		1,012.23		(4)	(4)	Common Stock	1,012.23	\$23.71	1,012.23	D	

Explanation of Responses:

1. Settlement of Restricted Stock Units which were granted in 2004 under the Lear Corporation Management Stock Purchase Plan pursuant to a deferred compensation election.

2. Converts into common stock on a 1-for-1 basis

3. 761.42 units were credited at a price of \$49.25 per unit and 58.02 units were credited at a price of \$43.09 per unit

4. The restricted stock units were accrued under the Lear Corporation Management Stock Purchase Plan pursuant to a deferred compensation election. Generally, units settle approximately three years from the date of grant; however, a participant may elect to defer settlement of units beyond three years. Mr. Murawski has not, as of the date of this filing, elected to defer settlement of his 2007 units beyond 2010.

Remarks:

/s/ Karen Rosbury, as attorneyin-fact

03/19/2007 Date

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.

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.