SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Eiled pursuant to Section 16(a) of the Securities Exchange Act of 1034

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		The pursuant to section ro(a) of the securities exchange Act of a	1004						
		or Section 30(h) of the Investment Company Act of 1940							
1. Name and Address of R ROSSITER ROB	1 0	2. Issuer Name and Ticker or Trading Symbol LEAR CORP [LEA]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>KOSSITEK KODI</u>	EKT E		X	Director	10% Owner				
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)	Other (specify below)				
21557 TELEGRAPH	, , , ,	11/10/2007		Chairman, CEO & President					
(Street)		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Fili	ng (Check Applicable				
SOUTHFIELD MI	48033		X	Form filed by One Re	porting Person				
(City) (Stat	e) (Zip)	—		Form filed by More th Person	an One Reporting				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table 1 Hon Derivative debundes Acquired, Disposed of, or Derivitiany Office												
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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	11/10/2007		M ⁽¹⁾		8,438	A	\$0.00 ⁽¹⁾	45,435 ⁽²⁾	D			
Common Stock	11/10/2007		F		3,443	D	\$32.72	41,992	D			
Common Stock	11/11/2007		M ⁽³⁾		22,500	A	\$0.00 ⁽³⁾	64,492	D			
Common Stock	11/11/2007		F		9,180	D	\$32.72	55,312	D			
Common Stock	11/12/2007		S ⁽⁴⁾		9,000	D	\$32.35	46,312	D			
Common Stock								30,270	I ⁽²⁾	By GRAT		
Common Stock								1,072	I	in 401(k) 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)		of		6. Date Exerc Expiration Da (Month/Day/Y	ate	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	(1)	11/10/2007		М			8,438	(1)	(1)	Common Stock	8,438	\$0.00	8,437	D	
Restricted Stock Units	(3)	11/11/2007		М			22,500	(3)	(3)	Common Stock	22,500	\$0.00	22,500	D	

Explanation of Responses:

1. Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis. One-half of the restricted stock units granted on November 10, 2005 vested and settled in stock on November 10, 2007. One-half will vest and settle in stock on November 10, 2009.

2. Total reflects the distribution of 14,730 shares of stock from Mr. Rossiter's GRAT to his personal account on September 17, 2007 pursuant to the terms of the GRAT.

3. Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis. One-half of the restricted stock units granted on November 11, 2004 vested and settled in stock on November 11, 2007 and one half will vest and settle in stock on November 11, 2009.

4. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

Remarks:

/s/ Karen Rosbury, as attorney-11/13/2007 in-fact

** 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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