

<b>OMB APPROVAL</b>	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>DELGROSSO DOUGLAS G</u>  (Last) (First) (Middle) <u>21557 TELEGRAPH ROAD</u>  (Street) <u>SOUTHFIELD MI 48034</u>  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres &amp; Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/09/2006</u>	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/13/2006		M		9,000	A	(1)	20,151	D	
Common Stock	11/13/2006		F		2,732	D	\$33.1	17,419	D	
Common Stock								1,323	I	in 401k account
Common Stock								8,781	I	held in trust <sup>(2)</sup>

**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
Stock Appreciation Rights	\$31.32	11/09/2006		A		39,375		(3)	(3)	Common Stock	39,375	\$0.00	39,375	D	
Restricted Stock Units	(4)	11/09/2006		A		13,126		(5)	(5)	Common Stock	13,126	\$0.00	13,126	D	
Restricted Stock Units	(1)	11/13/2006		M		9,000		(1)	(1)	Common Stock	9,000	\$0.00	9,000	D	

**Explanation of Responses:**

- 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 13, 2003 vested and settled in stock on November 13, 2006. Other than amounts withheld to satisfy tax obligations, these shares have not been disposed of. One-half will vest and settle in stock on November 13, 2008.
- Shares held in trust. These shares were transferred by Mr. DelGrosso to his wife's trust on February 22, 2006.
- The Stock Appreciation Rights (SARs) were granted under the Long-Term Stock Incentive Plan and have a term of seven years from the date of grant. The SARs vest three years from the date of grant.
- 1-for-1
- The restricted stock units were granted under the Lear Corporation Long-Term Stock Incentive Plan. One-half of the units vest and settle two years from the date of grant, and one-half of the units vest and settle four years from the date of grant.

**Remarks:**

/s/ Karen Rosbury, as attorney-in-fact 11/13/2006

\*\* 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.

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.