FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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*						2. Issuer Name and Ticker or Trading Symbol LEAR CORP [LEA]									k all appli Directo	or		10% Owner	
(Last) (First) (Middle) 21557 TELEGRAPH ROAD						3. Date of Earliest Transaction (Month/Day/Year) 02/12/2013									below)	r (give title) & Corporate (Other (specify below) Controller	
(Street) SOUTHFIELD MI 48033 (City) (State) (Zip)				- 4. II	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indi _ine) X						
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3) 2. Transa Date (Month/L					ar) E	2A. Deemed Execution Date, if any (Month/Day/Year)		Code	Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)				es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A) o (D)	r Pric	e		action(s) 3 and 4)		((Instr. 4)
Common Stock 02/12/2					2/2013	2013		M		2,31	0 A	\$0.	00(1)	2,310			D		
Common Stock 02/12/2					2/2013	2013			F		777	' D	\$54	4.46	1,533			D	
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. Deem Execution if any (Month/Da	Date,		ransaction ode (Instr.		n of E		i. Date Exercisal Expiration Date Month/Day/Year)		Amount		Di Si (li	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	Amour or Number of Shares	er					
Restricted Stock	(1)	02/12/2013			M			2,310	(1)		(1)	Common	2,310	0	\$0.00	0		D	

Explanation of Responses:

1. Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis. The restricted stock units vested and settled in common stock on February 12, 2013.

Remarks:

/s/ Karen Crittenden, as 02/14/2013 Attorney-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.

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.