SEC Form 4

FORM 4

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

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

				or Seci	tion 30(n) of the Inv	/esumer	IL CON	ipany Act of 1	940					
1. Name and Addres <u>FRY DAVID</u>	1 0		2. Issuer Name and Ticker or Trading Symbol <u>LEAR CORP</u> [LEA]							tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner				
(Last) 21557 TELEGR	(First) APH ROAD		. Date c 7/31/2	f Earliest Transact 008	ion (Mo	nth/Da	ay/Year)		Officer (give title below)		(specify			
(Street) SOUTHFIELD MI 48033 (City) (State) (Zip)					4. If Amendment, Date of Original Filed (Month/Day/Year)						 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 			
		Table I - Nor	n-Derivati	ive Se	ecurities Acqu	uired,	Disp	oosed of, o	or Bene	ficially C	Dwned			
1. Title of Security (Instr. 3) Date (Month/I					2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of			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)	
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned													

	(e.g., puts, cans, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Exercise (Month/Day/Year) if any Code (Instr. Securities rice of erivative (Month/Day/Year) 8) Acquired (or Dispose				(A) ed	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)	Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Deferred Stock Units	(1)	07/31/2008		Α		383.3049		(2)	(2)	Common Stock	383.3049	\$14.675	7,803.4295	D	

Explanation of Responses:

1. Each stock unit is equal in value to one share of Lear Corporation common stock

2. The deferred stock units were accrued under the Lear Corporation Outside Directors Compensation Plan pursuant to a deferral election (with respect to the director's cash retainer) and are generally to be paid out in cash upon the earlier of either Dr. Fry's retirement as a director of Lear Corporation or a change in control of Lear Corporation.

Remarks:

<u>/s/ Karen M. Rosbury, as</u> <u>Attorney-in-Fact</u>

<u>08/01/2008</u>

** 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.