

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 3, 2008

LEAR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-11311 (Commission File Number)	13-3386776 (IRS Employer Identification Number)
21557 Telegraph Road, Southfield, MI (Address of principal executive offices)	(248) 447-1500 (Registrant's telephone number, including area code)	48033 (Zip Code)

N/A
(Former name or former address, if changed since last report)

- Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:
- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Section 5 — Corporate Governance and Management

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

(b) On November 3, 2008, Mr. Vincent J. Intrieri, a director of Lear Corporation (the “Company”) and Senior Managing Director of Icahn Capital LP, notified the Company of his resignation as a director of the Company, effective immediately. Mr. Carl C. Icahn, Chief Executive Officer of Icahn Capital LP, also submitted a letter to the Company in connection with Mr. Intrieri’s resignation.

Copies of Mr. Intrieri’s resignation letter and Mr. Icahn’s letter to the Company are attached hereto as Exhibits 99.1 and 99.2, respectively, and incorporated herein by reference.

Section 9 — Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Resignation letter from Mr. Vincent J. Intrieri, dated November 3, 2008
99.2	Letter from Mr. Carl C. Icahn, dated November 3, 2008

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Lear Corporation

Date: November 3, 2008

By: /s/ Matthew J. Simoncini

Name: Matthew J. Simoncini

Title: Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Resignation letter of Mr. Vincent J. Intrieri, dated November 3, 2008
99.2	Letter from Mr. Carl C. Icahn, dated November 3, 2008

VINCENT J. INTRIERI

November 3, 2008

Robert E. Rossiter
Chairman of the
Board of Directors
Lear Corporation
21557 Telegraph Road
Southfield, MI 48033

Re: Resignation as Director

Dear Bob:

I hereby resign as director of Lear Corporation, effective immediately. My resignation is not due to any disagreement with the Company on any matter relating to the Company's operations, policies, practices, or otherwise.

We have a great deal of confidence in the current management team and believe they have done, and will continue to do, the right things to create value for shareholders. We regret that the merger transaction that was proposed last year was not approved by shareholders, as we believe that the Company would have benefitted tremendously from being a private enterprise. Nevertheless, we believe that the Company is well positioned to weather the tough economic environment ahead.

Our funds are in the process of reducing their positions in the Company in order to realize capital losses prior to the end of the year. These capital losses will offset certain capital gains realized by the funds.

I wish the Company much success in its future endeavors.

Very truly yours,

A handwritten signature in cursive script that reads "Vince".

Vincent J. Intrieri

cc: Terrence B. Larkin
Members of the Board

CARL C. ICAHN

November 3, 2008

Board of Directors
Lear Corporation
21557 Telegraph Road
Southfield, MI 48033

Gentlemen:

As you probably are aware, I have been known to criticize many senior executives for doing subpar jobs in corporations. However, this is far from the case with Bob Rossiter and Dan Ninivaggi, who I have met on a number of occasions during the past year. I have built a great respect for both of them and find them to be extremely competent executives. I also have a great respect for the other senior executives at Lear that I have had occasion to meet during the past year. I hope to keep up my relationship with both Bob and Dan in the coming months.

Thank you,



cc: Terrence B. Larkin
Robert E. Rossiter

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