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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

			or se	ction 30(n) of the in	vestment C	20111	Dariy Act of 1940	J							
1. Name and Address of Reporting Person*				2. Issuer Name and Ticker or Trading Symbol <u>LEAR CORP</u> [LEA]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>FRY DAVID E</u>										Director	10% O	10% Owner			
(Last) 21557 TELEGRA	(First) PH ROAD		3. Date of Earliest Transaction (Month/Day/Year) 01/31/2008						Officer (give title below)	Other (below)	specify				
(Street) SOUTHFIELD	MI	4. If Ame	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						
(City)	(State)	(Zip)													
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned															
Date		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Ins 8)	tr.				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 Indirect Beneficial Ownership (Instr. 4)				

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Code

(A) or (D)

Amount

Price

2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (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 Eollowing	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
Security			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	(i) (iii3u. 4)	
(1)	01/31/2008		A		3,202.2772		(2)	(2)	Common Stock	3,202.2772	\$0.00	3,202.2772	D	
(1)	01/31/2008		M ⁽³⁾			886.7869	(4)	(4)	Common Stock	886.7869	\$0.00	1,773.5737	D	
(1)	01/31/2008		M ⁽³⁾			1,177.394	(5)	(5)	Common Stock	1,177.394	\$0.00	1,177.394	D	
(1)	01/31/2008		M ⁽³⁾			556.7929	(6)	(6)	Common Stock	556.7929	\$0.00	0	D	
(7)	01/31/2008		M ⁽³⁾		2,620.9738		(8)	(8)	Common Stock	2,620.9738	\$28.105	7,036.3987	D	
(7)	01/31/2008		А		200.1423		(8)	(8)	Common Stock	200.1423	\$28.105	7,236.541	D	
	Conversion or Exercise Price of Derivative Security (1) (1) (1) (1) (1) (2) (2) (2) (2) (2) (2) (2) (2) (2) (2	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) (1) 01/31/2008 (1) 01/31/2008 (1) 01/31/2008 (1) 01/31/2008 (1) 01/31/2008 (1) 01/31/2008 (1) 01/31/2008	Conversion or Exercise Price of Derivative securityDate (Month/Day/Year)Execution Date, if any (Month/Day/Year)(1)01/31/2008(1)01/31/2008(1)01/31/2008(1)01/31/2008(1)01/31/2008(1)01/31/2008(1)01/31/2008(1)01/31/2008	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transc Code (Month/Day/Year) (1) 01/31/2008 I A (1) 01/31/2008 M(3) (1) 01/31/2008 M(3)	Conversion or Exercise Period for Berivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Colversion (Month/Day/Year) (1) 01/31/2008 Image: Colversion (Month/Day/Year) Image: Colversion (Month/Day/Year) (1) 01/31/2008 Image: Colversion (Month/Day) Image: Colversion (Month/Day/Year) (1) 01/31/2008 Image: Colversion (Month/Day) Image: Colversion (Month/Day) (1) 01/31/2008 Image: Colversion (Month/Day) Image: Colversion (Month/Day)	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date (fary) (Month/Day/Year) Trans-to Code (Month/Day/Year) Derivative Acquired A Disposed of (Month/Day/Year) (1) 01/31/2008 Image: Comparison of (Month/Day/Year) Image: Comparited (Month/Day/Year) Image: Comparison of (Month	Conversion or Exercise Price of Derivative SecurityDate if any if any interaction in the image of any interaction interaction interaction interaction interaction interaction interaction interaction interaction interaction interaction interaction interactionDerivative Scurities acquired (A) or interaction interaction interaction interaction(1)01/31/2008Interaction interactionM(3)Interaction interactionInteraction interaction(1)01/31/2008Interaction interactionM(3)Interaction interactionInteraction interaction(1)01/31/2008Interaction interactionM(3)Interaction interactionInteraction interaction(1)01/31/2008Interaction interactionM(3)Interaction interaction	Conversion or Exercise Price of Berivative SecurityDate if any if any if any if any if any if any if any if any if any securityTransaction CodeDerivative scuritic Acquired K) or pisposed of (D) (Inst.Expiration DA if any isposed of (D) (Inst.Expiration DA isposed of (D) (Inst.Derivative ScienceDerivative ScienceExpiration DA isposed of (D) (Inst.Derivative ScienceDerivative ScienceDerivative ScienceDerivative Science(1)01/31/2008101/31/2008<	Conversion or Exercise Security Security Security Security Date (Month/Day/Year) (Mon	Consisting of Exercise Derivative SecurityDate if any (Month/Day/Year)Execution Date, if any (Month/Day/Year)Trans-to $Code to:toSecurityDerivativescquired () orstated () orstated () orstated () orExpiration Date,(Month/Day/Year)Securitiesberivative(Instr. 3 andDerivative(Instr. 3, 4 and 5)Expiration Date,(Month/Day/Year)Securitiesberivative(Instr. 3 andDerivative(Instr. 3, 4 and 5)Expiration Date,(Month/Day/Year)Securitiesberivative(Instr. 3, 4 and 5)Securities(Month/Day/Year)Securities(Month/Day/Year)Securities(Month/Day/Year)Securities(Month/Day/Year)Securities(Instr. 3 andDateSecurities(Instr. 3, 4 and 5)Securities(Instr. 3, 4 and 5)Securities(Instr. 3, 4 and 5)Securities(Month/Day/Year)Securities(Instr. 3 andDateSecurities(Instr. 3 andInstration)Securities(Instr. 3, 4 and 5)Securities(Instr. 3, 4 and 5)Securities(Instr.$	Consistion of Exercises Price of Berivative Security Date Insurance Insurance Exercise Insurance Expiration Date Insurance Expiration Date Insurance Security Insurance Price of Berivative Security Pate Insurance Expiration Date Insurance Insurance	One-side perivative security Month/Day/Year price of perivative security Execution Date, fray (nonth/Day/Year) Execution Date, fray (nonth/Day/Year) Derivative security Expiration Date, for (nonth/Day/Year) Execution Date, for (nonth/Day/Year) Perivative security Expiration Date, for (nonth/Day/Year) Expiration Date, for (nonth/Day/Year) Derivative security Expiration Date, for (nonth/Day/Year) Expiration Date, for (nonth/Day/Year) Derivative security Expiration Date, for (nonth/Day/Year) Derivative security Expiration Date, for (nonth/Day/Year) Derivative security Expiration Date, for (nonth/Day/Year) Derivative security Derivative security Derivative security Derivative security Derivative security Date Expiration Date, for (nonth/Day/Year) Derivative security Derivative sec	Conversion Precenting Security Additional problem (Month/Day/Yeap) Perivative Security Execurity Precenting Security Experiation Perivative Security Security Perivative Security Derivative Perivative Security Derivative Perivative Security </td <td>conversion privative bervative security Precention back (month/Day/Yeap) (month/Day/Y</td>	conversion privative bervative security Precention back (month/Day/Yeap) (month/Day/Y

Explanation of Responses:

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

2. The 2008 Restricted Units were granted on January 31, 2008 under the Lear Corporation Outside Directors Plan and generally vest and settle in cash ratably over a three-year period on each of the first three anniversaries of the grant date. Mr. Fry has elected to defer 100% of amounts payable upon vesting of the 2008 Restricted Units, with 100% of such amounts credited to his deferred stock unit account on each such vesting date

3. Pursuant to deferral elections, Mr. Fry's deferred stock unit account is credited at the time of vesting of the 2005 Restricted Units, 2006 Restricted Units and 2007 Restricted Units. The third tranche of the 2005 Restricted Units, the second tranche of the 2006 Restricted Units and the first tranche of the 2007 Restricted Units vested on January 31, 2008 and were converted into deferred stock units at such time

4. The 2007 Restricted Units were granted on January 31, 2007 under the Lear Corporation Outside Directors Plan and generally vest and settle in cash ratably over a three-year period on each of the first three anniversaries of the grant date. Mr. Fry has elected to defer 100% of amounts payable upon vesting of the 2007 Restricted Units, with 100% of such amounts credited to his deferred stock unit account on each such vesting date

5. The 2006 Restricted Units were granted on January 31, 2006 under the Lear Corporation Outside Directors Plan and generally vest and settle in cash ratably over a three-year period on each of the first three anniversaries of the grant date. Mr. Fry has elected to defer 100% of amounts payable upon vesting of the 2006 Restricted Units, with 100% of such amounts credited to his deferred stock unit account on each such vesting date.

6. The 2005 Restricted Units were granted on January 31, 2005 under the Lear Corporation Outside Directors Plan and generally vest and settle in cash ratably over a three-year period on each of the first three anniversaries of the grant date. Mr. Fry has elected to defer 100% of amounts payable upon vesting of the 2005 Restricted Units, with 100% of such amounts credited to his deferred stock unit account. 7. Each stock unit is equal in value to one share of Lear Corporation common stock

8. 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, meeting fees and/or restricted unit grants) and are generally to be paid out in cash upon the earlier of either Mr. Fry's retirement as a director of Lear Corporation or a change in control of Lear Corporation.

Remarks:

<u>/s/ Karen Rosbury as attorney-in-</u> 02/04/2008

Date

** Signature of Reporting Person

fact

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)(y).

** 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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