

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL table with OMB Number 3235-0287 and estimated average burden of 0.5 hours per response.

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

Form header section containing reporting person details (Orsini Frank C), issuer name (LEAR CORP), transaction date (02/05/2020), and relationship to issuer (EVP & President, Seating).

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table I: Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned. Includes rows for Common Stock transactions on 02/05/2020.

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

Table II: Derivative Securities Acquired, Disposed of, or Beneficially Owned. Empty table structure with 11 columns for security details.

Explanation of Responses:

- 1. Settlement of non-derivative performance shares for the three-year performance period ending December 31, 2019, granted under the 2009 Lear Corporation Long-Term Stock Incentive Plan and exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16b-3(d).
2. Shares withheld by the Company to satisfy tax withholding requirements.

Remarks:

/s/ Karen Crittenden, as Attorney-in-Fact 02/07/2020

** 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.