FORM 4

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). | | | | | | |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | |
|--------------------------|-----|--|--|--|--|--|--|
| OMB Number: 3235-028 | | | | | | | |
| 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* FRY DAVID E | | | | | 2. Issuer Name and Ticker or Trading Symbol LEAR CORP [LEA] | | | | | | | lationship of k all applica Director | | ng Person(s) to Issu 10% Ov | | |
|-------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------|--------|----------------------------------------------------------------|-----------|-----------------------------------------------------------------------------------------------------------------------------|---------------------|------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|--------------------------------------------------------------------------|--------------------------------------------------------------------|---------------------|-------|
| (Last) (First) (Middle) 21557 TELEGRAPH ROAD | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 04/30/2008 | | | | | | | Officer (below) | give title | | Other (sp below) | ecify |
| (Street) SOUTHE | | II state) | 48033 (Zip) | 4 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | 6. Ind Line) | lividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| | | Ta | able I - Non-D | erivat | ive S | ecurities | s Ac | quired, D | isposed | of, or Be | neficially | Owned | | | | |
| Date | | | Fransact te onth/Day | | 2A. Deemed Execution Date, if any (Month/Day/Year | | Code (Instr. | | | 5. Amount Securities Beneficial Owned Fo | ly | Form: I (D) or I | rm: Direct I) or Indirect I (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | | | Code V | Amoun | t (A) (D) | Price | Reported Transaction (Instr. 3 and | | | | | |
| | 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. Deemed Execution Date, if any (Month/Day/Year) | | ransaction Derivative Code (Instr. Securities | | 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amc Securities Unde Derivative Secu (Instr. 3 and 4) | | Underlying Security | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) | | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | nt or (Instr. 4) | | on(s) | | |
| Deferred Stock Units | (1) | 04/30/2008 | | A | | 183.5836 | | (2) | (2) | Common Stock | 183.5836 | \$30.64 | 7,420.12 | 246 | 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:

/s/ Karen M. Rosbury, as 05/01/2008 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.