

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

1. Name and Address of Reporting Person* <u>INTRIERI VINCENT J</u>			2. Issuer Name and Ticker or Trading Symbol <u>LEAR CORP [ LEA ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/31/2008</u>		
767 FIFTH AVENUE 47TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street)	(City)	(State)	(Zip)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/03/2008		M <sup>(1)</sup>		11,286.0503	A	(1)	11,286.0503	D	
Common Stock	11/03/2008		D <sup>(1)</sup>		11,286.0503	D	\$2.495	0	D	

**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)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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 Following Reported Transaction(s) (Instr. 4)	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
Deferred Stock Units	(2)	10/31/2008		A		6,551.7241		(3)	(3)	Common Stock	6,551.7241	\$2.175	11,286.0503	D	
Deferred Stock Units	(2)	11/03/2008		M <sup>(1)</sup>			11,286.0503	(3)	(3)	Common Stock	11,286.0503	(3)(4)	0	D	

**Explanation of Responses:**

- Settlement of Deferred Stock Units in cash pursuant to the terms of the Lear Corporation Outside Directors Compensation Plan in connection with Mr. Intriери's resignation from the Board of Directors. No shares of Lear common stock were issued or sold in connection with the settlement.
- Each stock unit is equal in value to one share of Lear Corporation common stock
- 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 meeting fees) and are generally to be paid out in cash upon the earlier of either Mr. Intriери's retirement as a director of Lear Corporation or a change in control of Lear Corporation.
- The deferred stock units were acquired over time pursuant to deferral of retainer and meeting fees at various prices previously reported (332.5451 units at \$33.83 per unit, 385.9697 at \$36.92, 375.2207 at \$33.98, 450.6438 at \$34.95, 1,447.1854 at \$28.105, 465.0783 at \$30.64, 1,277.6832 at \$14.75 and 6,551.7241 at \$2.175).

**Remarks:**

/s/ Vincent J. Intriери 11/04/2008  
 \*\* 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.