FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

ington, D.C. 20549	10

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

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 hours per response: Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* SPALDING DAVID P				2. Issuer Name and Ticker or Trading Symbol LEAR CORP [LEA]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
SPALDING DAVID P					•		=					X Director			10% Ow	ner		
(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 10/31/2005								Officer (below)	give title		Other (specifically below)	pecify	
21557 TI	ELEGRAPI	H ROAD																
				[4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Ir	6. Individual or Joint/Group Filing (Check Applicable					
(Street)													Line)					
SOUTH	FIELD M	П	48034										X Form file	ed by One	Report	ing Person		
												Form filed by More than One Reporting Person				ng		
(City)	(S	state)	(Zip)															
		Ta	able I - Non-E	Perivat	tive S	ecurities	s Acc	quired,	Disp	osed c	of, or Be	neficiall	/ Owned					
1 Title of 9	Coourity (Incl			Transact									5. Amount	t of Sour		nership 7	. Nature of	
Date					Execution Date if any (Month/Day/Yea		te, Transac Code (Ir			sed Of (D) (Instr. 3, 4			ly	Form:	Direct Indirect	Indirect Beneficial Ownership		
					(· · · · ·		Amount (A) or		nr	Reported Transaction	, ,,,			(Instr. 4)	
								Code	V	Amount	(A) (D)	" Price	(Instr. 3 ar					
			Table II - De	rivativ	/e Se	curities	Acqı	uired, D	ispo	sed of	or Ben	eficially	Owned					
						lls, warr												
Derivative Conversion Date		3. Transaction Date (Month/Day/Year)			action (Instr.	Derivative		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		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				Code	v	(A)		Date Exercisabl		xpiration ate	Title	Amount or Number of Shares		(Instr. 4)				
Deferred Stock Units	(1)	10/31/2005		A		496.2577		(2)		(2)	Common Stock	496.257	\$30.73	6,793.1	741	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 and are generally to be paid out in cash upon the earlier of either Mr. Spalding's retirement as a director of Lear Corporation or a change in control of Lear Corporation.

Remarks:

/s/ Karen M. Rosbury, as 11/01/2005 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.