SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person[*] Kemp Harry Albert	2. Issuer Name **and** Ticker or Trading Symbol LEAR CORP [LEA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 21557 TELEGRAPH ROAD	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2020	Director ___ 10% Owner ___ X Officer (give title below) ___ Other (specify below) ___ SVP, Gen Counsel & Corp Sec
(Street) SOUTHFIELD MI 48033 (City) (State) (Zip)	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

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	01/03/2020		M		458	A	$0.00[(1)]	689	D	
Common Stock	01/03/2020		F[(2)]		224	D	$136.83	465	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	Amount or Number of Shares				
Restricted Stock Units	[(3)]	01/02/2020		A		2,855		[(4)]	[(4)]	Common Stock	2,855	$0.00	2,855	D	
Restricted Stock Units	[(3)]	01/03/2020		M			458	[(1)]	[(1)]	Common Stock	458	$0.00	0	D	

Explanation of Responses:

1. The restricted stock units vested and settled in common stock on January 3, 2020.

2. Shares withheld by the Company to satisfy tax withholding requirements.

3. Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis.

4. The restricted stock units were granted on January 2, 2020, under the Lear Corporation 2019 Long-Term Stock Incentive Plan. One-third of the units vest and settle in common stock one year from the grant date, one-third of the units vest and settle in common stock two years from the grant date and one-third of the units vest and settle in common stock three years from the grant date.

Remarks:

/s/ Karen Crittenden, as Attorney-in-Fact   01/06/2020

** 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.