

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden 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).

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>Larkin Terrence B</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) Director 10% Owner X Officer (give title below) Other (specify below) <u>EVP, Business Dev & Gen Cnsl</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/09/2012</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>21557 TELEGRAPH ROAD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>SOUTHFIELD MI</u>	<u>48033</u>						
(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 ⁽¹⁾	11/09/2012		M		47,774	A	\$0.00 ⁽²⁾	47,774	D	
Common Stock	11/09/2012		F		19,445	D	\$42.03	28,329	D	
Common Stock	11/12/2012		S		28,329	D	\$41.5279	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
Restricted Stock Units ⁽¹⁾	⁽²⁾	11/09/2012		M		47,774		⁽²⁾	⁽²⁾	Common Stock	47,774	\$0.00	0	D	
Restricted Stock Units	⁽³⁾	11/14/2012		A		4,950		⁽⁴⁾	⁽⁴⁾	Common Stock	4,950	\$0.00	4,950	D	

Explanation of Responses:

- All common stock and RSU amounts in this report reflect Lear Corporation's 2-for-1 stock split that was effective March 17, 2011.
- Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis. The remaining one-third of the original restricted stock units granted on November 9, 2009, vested and settled in common stock on November 9, 2012.
- Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis.
- These "Career Share" RSUs vest on the third anniversary of the grant date but are not converted into shares of common stock until or after age 62 or a qualifying retirement and remain subject to forfeiture for a voluntary termination prior to meeting retirement eligibility requirements.

Remarks:

/s/ Karen Crittenden, as Attorney-in-Fact 11/14/2012

** 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.