

OMB APPROVAL	
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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>ICAHN CARL C</u> (Last) (First) (Middle) C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVE., SUITE 4700 (Street) NEW YORK NY 10153 (City) (State) (Zip)	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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) see footnotes 1 - 9
	3. Date of Earliest Transaction (Month/Day/Year) 07/31/2008	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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, par value \$0.01 per share ("Common Stock")	07/31/2008		X/K ⁽¹⁰⁾		307,200	A	\$20.81	12,637,715	I	please see footnotes ⁽¹⁾ (2)(3)(4)(5)(6)(7)
Common Stock	07/31/2008		J/K ⁽¹⁰⁾		307,200	D	(10)	12,330,515	I	please see footnotes ⁽¹⁾ (2)(3)(4)(5)(6)(7)
Common Stock	07/31/2008		X/K ⁽¹¹⁾		78,800	A	\$21.95	12,409,315	I	please see footnotes ⁽¹⁾ (2)(3)(4)(5)(6)(7)
Common Stock	07/31/2008		J/K ⁽¹¹⁾		78,800	D	(11)	12,330,515	I	please see footnotes ⁽¹⁾ (2)(3)(4)(5)(6)(7)
Common Stock	07/31/2008		X/K ⁽¹²⁾		121,600	A	\$20.23	12,452,115	I	please see footnotes ⁽¹⁾ (2)(3)(4)(5)(6)(7)
Common Stock	07/31/2008		J/K ⁽¹²⁾		121,600	D	(12)	12,330,515	I	please see footnotes ⁽¹⁾ (2)(3)(4)(5)(6)(7)
Common Stock	07/31/2008		X/K ⁽¹³⁾		243,800	A	\$20.23	12,574,315	I	please see footnotes ⁽¹⁾ (2)(3)(4)(5)(6)(7)
Common Stock	07/31/2008		J/K ⁽¹³⁾		243,800	D	(13)	12,330,515	I	please see footnotes ⁽¹⁾ (2)(3)(4)(5)(6)(7)
Common Stock	07/31/2008		X/K ⁽¹⁴⁾		67,700	A	\$20.24	12,398,215	I	please see footnotes ⁽¹⁾ (2)(3)(4)(5)(6)(7)
Common Stock	07/31/2008		J/K ⁽¹⁴⁾		67,700	D	(14)	12,330,515	I	please see footnotes ⁽¹⁾ (2)(3)(4)(5)(6)(7)
Common Stock	07/31/2008		X/K ⁽¹⁵⁾		200,000	A	\$20	12,530,515	I	please see footnotes ⁽¹⁾ (2)(3)(4)(5)(6)(7)
Common Stock	07/31/2008		J/K ⁽¹⁵⁾		200,000	D	(15)	12,330,515	I	please see footnotes ⁽¹⁾ (2)(3)(4)(5)(6)(7)

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
Total Return Swap	\$20.81	07/31/2008		X/K ⁽¹⁰⁾			1	(10)	07/31/2008	Common Stock	307,200	(10)	0	I	please see footnotes ⁽¹⁾ (2)(3)(4)(5)(6)(7)(8)(9)
Total Return Swap	\$21.95	07/31/2008		X/K ⁽¹¹⁾			1	(11)	07/31/2008	Common Stock	78,800	(11)	0	I	please see footnotes ⁽¹⁾ (2)(3)(4)(5)(6)(7)(8)(9)
Total Return Swap	\$20.23	07/31/2008		X/K ⁽¹²⁾			1	(12)	07/31/2008	Common Stock	121,600	(12)	0	I	please see footnotes ⁽¹⁾ (2)(3)(4)(5)(6)(7)(8)(9)
Total Return Swap	\$20.23	07/31/2008		X/K ⁽¹³⁾			1	(13)	07/31/2008	Common Stock	243,800	(13)	0	I	please see footnotes ⁽¹⁾ (2)(3)(4)(5)(6)(7)(8)(9)
Total Return Swap	\$20.24	07/31/2008		X/K ⁽¹⁴⁾			1	(14)	07/31/2008	Common Stock	67,700	(14)	0	I	please see footnotes ⁽¹⁾ (2)(3)(4)(5)(6)(7)(8)(9)

**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				
Total Return Swap	\$20	07/31/2008		X/K ⁽¹⁵⁾			1	(15)	07/31/2008	Common Stock	200,000	(15)	0	I	please see footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾

1. Name and Address of Reporting Person*

[ICAHN CARL C](#)

(Last) (First) (Middle)

C/O ICAHN ASSOCIATES CORP.

767 FIFTH AVE., SUITE 4700

(Street)

NEW YORK NY 10153

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[HIGH RIVER LIMITED PARTNERSHIP](#)

(Last) (First) (Middle)

445 HAMILTON AVENUE

SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[KOALA HOLDING LLC](#)

(Last) (First) (Middle)

445 HAMILTON AVENUE

SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[ICAHN PARTNERS MASTER FUND LP](#)

(Last) (First) (Middle)

C/O WALKER HOUSE

87 MARY STREET

(Street)

GEORGE TOWN, GRAND CAYMAN E9 KY1-9001

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[ICAHN PARTNERS LP](#)

(Last) (First) (Middle)

445 HAMILTON AVENUE

SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[AREP CAR HOLDINGS CORP.](#)

(Last)	(First)	(Middle)
445 HAMILTON AVENUE		
SUITE 1210		
(Street)		
WHITE PLAINS	NY	10601
(City)	(State)	(Zip)

Explanation of Responses:

- High River Limited Partnership ("High River") directly beneficially owns 659,860 shares of Common Stock, Koala Holding LP ("Koala") directly beneficially owns 1,739,131 shares of Common Stock, Icahn Partners LP ("Icahn Partners") directly beneficially owns 4,069,719 shares of Common Stock, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 5,526,235 shares of Common Stock, and AREP Car Holdings Corp. ("AREP Car") directly beneficially owns 335,570 shares of Common Stock.
- Barberry Corp. ("Barberry") is the sole member of Hopper Investments LLC ("Hopper") and the sole stockholder of Koala Holding GP Corp. ("Koala GP"). Hopper is the general partner of High River and Koala GP is the general partner of Koala. Icahn Onshore LP ("Icahn Onshore") is the general partner of Icahn Partners and Icahn Offshore LP ("Icahn Offshore") is the general partner of Icahn Master. Icahn Capital LP ("Icahn Capital") is the general partner of each of Icahn Onshore and Icahn Offshore. IPH GP LLC ("IPH") is the general partner of Icahn Capital.
- Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of each of Icahn Enterprises L.P. ("IEP") and Icahn Enterprises Holdings L.P. ("IEP Holdings"). Carl C. Icahn is the indirect holder of approximately 91% of the outstanding depository units representing limited partnership interests in IEP. IEP is the sole limited partner of IEP Holdings, which is the sole member of IPH and the sole stockholder of AREP Car. Carl C. Icahn is the sole stockholder of each of Barberry and Beckton. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by all of the foregoing entities.
- Each of Hopper, Barberry and Mr. Icahn, by virtue of their relationship to High River, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the shares of Common Stock which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein. Each of Koala GP, Barberry and Mr. Icahn, by virtue of their relationship to Koala, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the shares of Common Stock which Koala owns. Each of Koala GP, Barberry and Mr. Icahn disclaim beneficial ownership of such shares except to the extent of its pecuniary interest therein.
- Each of Icahn Onshore, Icahn Capital, IPH, IEP Holdings, IEP GP, Beckton and Mr. Icahn, by virtue of their relationship to Icahn Partners, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the shares of Common Stock which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, IEP Holdings, IEP GP, Beckton and Mr. Icahn disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- Each of Icahn Offshore, Icahn Capital, IPH, IEP Holdings, IEP GP, Beckton and Mr. Icahn, by virtue of their relationship to Icahn Master, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the shares of Common Stock which Icahn Master owns. Each of Icahn Offshore, Icahn Capital, IPH, IEP Holdings, IEP GP, Beckton and Mr. Icahn disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- Each of IEP Holdings, IEP GP, Beckton and Mr. Icahn, by virtue of their relationship to AREP Car, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the shares of Common Stock which AREP Car owns. Each of IEP Holdings, IEP GP, Beckton and Mr. Icahn disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- Each of High River, Icahn Partners and Icahn Master has entered into various cash-settled total return swap agreements (each a "Swap") with fixed termination dates and with respect to a notional number of shares of Common Stock ("reference shares") of Lear as set forth in Table II of the Form 3 filed by the Reporting Persons on October 27, 2006 (the "Form 3") and the applicable footnotes thereto. Generally, under each Swap, at termination, the counterparty is obligated to pay to High River, Icahn Partners or Icahn Master, as applicable, in cash, amounts that are determined in part by reference to any increase between an initial reference price per share as set forth in Table II of the Form 3 and the market value of such reference shares on the applicable termination date.
- In addition, generally, under each Swap, each of High River, Icahn Partners or Icahn Master, as applicable, is obligated to pay to the counterparty, in cash, amounts that are determined in part by reference to any decrease between the initial reference price per share set forth in Table II of the Form 3 and the market value of such reference shares on the applicable termination date. None of the Swaps provides for any of the Reporting Persons to have direct or indirect voting, investment or dispositive control over any reference shares and, accordingly, the Reporting Persons disclaim any beneficial ownership in any reference shares or other securities, if any, which may be owned by the counterparties to such Swaps.
- On July 31, 2008, upon the expiration in accordance with its terms of a Swap entered into by High River, Icahn Partners and Icahn Master and a counterparty on July 21, 2006, High River, Icahn Partners and Icahn Master paid to the counterparty an amount representing, for each of the 307,200 shares of Common Stock subject to the Swap, the decrease between \$20.81 (the initial reference price) and \$18.025 (the final valuation price). Pursuant to Rule 16a-4(b) under the Exchange Act, the expiration of this Swap is being reported as a simultaneous purchase (which is exempt from the operation of Section 16(b) of the Exchange Act pursuant to Rule 16b-6(b) under the Exchange Act) and sale of the reference shares.
- On July 31, 2008, upon the expiration in accordance with its terms of a Swap entered into by High River, Icahn Partners and Icahn Master and a counterparty on July 24, 2006, High River, Icahn Partners and Icahn Master paid to the counterparty an amount representing, for each of the 78,800 shares of Common Stock subject to the Swap, the decrease between \$21.95 (the initial reference price) and \$18.025 (the final valuation price). Pursuant to Rule 16a-4(b) under the Exchange Act, the expiration of this Swap is being reported as a simultaneous purchase (which is exempt from the operation of Section 16(b) of the Exchange Act pursuant to Rule 16b-6(b) under the Exchange Act) and sale of the reference shares.
- On July 31, 2008, upon the expiration in accordance with its terms of a Swap entered into by High River, Icahn Partners and Icahn Master and a counterparty on August 31, 2006, High River, Icahn Partners and Icahn Master paid to the counterparty an amount representing, for each of the 121,600 shares of Common Stock subject to the Swap, the decrease between \$20.23 (the initial reference price) and \$18.025 (the final valuation price). Pursuant to Rule 16a-4(b) under the Exchange Act, the expiration of this Swap is being reported as a simultaneous purchase (which is exempt from the operation of Section 16(b) of the Exchange Act pursuant to Rule 16b-6(b) under the Exchange Act) and sale of the reference shares.
- On July 31, 2008, upon the expiration in accordance with its terms of a Swap entered into by High River, Icahn Partners and Icahn Master and a counterparty on September 1, 2006, High River, Icahn Partners and Icahn Master paid to the counterparty an amount representing, for each of the 243,800 shares of Common Stock subject to the Swap, the decrease between \$20.23 (the initial reference price) and \$18.025 (the final valuation price). Pursuant to Rule 16a-4(b) under the Exchange Act, the expiration of this Swap is being reported as a simultaneous purchase (which is exempt from the operation of Section 16(b) of the Exchange Act pursuant to Rule 16b-6(b) under the Exchange Act) and sale of the reference shares.
- On July 31, 2008, upon the expiration in accordance with its terms of a Swap entered into by High River, Icahn Partners and Icahn Master and a counterparty on September 5, 2006, High River, Icahn Partners and Icahn Master paid to the counterparty an amount representing, for each of the 67,700 shares of Common Stock subject to the Swap, the decrease between \$20.24 (the initial reference price) and \$18.025 (the final valuation price). Pursuant to Rule 16a-4(b) under the Exchange Act, the expiration of this Swap is being reported as a simultaneous purchase (which is exempt from the operation of Section 16(b) of the Exchange Act pursuant to Rule 16b-6(b) under the Exchange Act) and sale of the reference shares.
- On July 31, 2008, upon the expiration in accordance with its terms of a Swap entered into by High River, Icahn Partners and Icahn Master and a counterparty on September 6, 2006, High River, Icahn Partners and Icahn Master paid to the counterparty an amount representing, for each of the 200,000 shares of Common Stock subject to the Swap, the decrease between \$20.00 (the initial reference price) and \$18.025 (the final valuation price). Pursuant to Rule 16a-4(b) under the Exchange Act, the expiration of this Swap is being reported as a simultaneous purchase (which is exempt from the operation of Section 16(b) of the Exchange Act pursuant to Rule 16b-6(b) under the Exchange Act) and sale of the reference shares.

CARL C. ICAHN

08/01/2008

** 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.