

**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>  (Last) (First) (Middle) 21557 TELEGRAPH ROAD  (Street) SOUTHFIELD MI 48033  (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Business Dev &amp; Gen Cnsl</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/09/2015	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/09/2015		M		11,182	A	\$0.00 <sup>(1)</sup>	24,296	D	
Common Stock	02/09/2015		F <sup>(2)</sup>		3,797	D	\$107.09	20,499	D	
Common Stock	02/09/2015		A <sup>(3)</sup>		56,023	A	\$0.00	76,522	D	
Common Stock	02/09/2015		F <sup>(2)</sup>		25,883	D	\$107.09	50,639	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)	02/09/2015		M			11,182	(1)	(1)	Common Stock	11,182	\$0.00	0	D	
Restricted Stock Units	(4)	02/09/2015		A		7,054		(5)	(5)	Common Stock	7,054	\$0.00	7,054	D	

**Explanation of Responses:**

- Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis. The restricted stock units vested and settled in common stock on February 9, 2015.
- Shares withheld by the Company to satisfy minimum tax withholding requirements.
- Settlement of non-derivative performance shares for the three-year performance period ending December 31, 2014, granted under the 2009 Lear Corporation Long-Term Stock Incentive Plan and exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16b-3(d).
- Converts into common stock on a 1-for-1 basis.
- The compensation committee certified on February 9, 2015 that company achieved the 2014 net income performance goal for the restricted stock unit awards granted in 2014 under the Lear Corporation 2009 Long-Term Stock Incentive Plan. These restricted stock units remain subject to a time-vesting requirement and are scheduled to vest and settle in common stock on February 6, 2017.

**Remarks:**

/s/ Karen Crittenden, as Attorney-in-Fact 02/11/2015

\*\* 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.**