

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

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).

1. Name and Address of Reporting Person* <u>NINIVAGGI DANIEL A</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> _____ 3. Date of Earliest Transaction (Month/Day/Year) 09/12/2008 _____ 4. If Amendment, Date of Original Filed (Month/Day/Year) _____	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) Executive Vice President 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/12/2008		M ⁽¹⁾		551.63	A	\$22.66 ⁽²⁾	16,090.63	D	
Common Stock	09/12/2008		D ⁽¹⁾		551.63	D	\$14.55	15,539	D	
Common Stock								70	I	in 401(k)

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				
2006 MSPP Restricted Stock Units	(3)	09/12/2008		M ⁽¹⁾			551.63	(4)	(4)	Common Stock	551.63	(2)	551.64	D	
2007 MSPP Restricted Stock Units	(3)	09/12/2008		D			1,384.23	(5)	(5)	Common Stock	1,384.23	(6)	4,152.71	D	
2008 MSPP Restricted Stock Units	(3)	09/12/2008		D			1,896.47	(7)	(7)	Common Stock	1,896.47	(8)	5,689.43	D	
Cash-Settled Stock Appreciation Rights	\$14.55	09/12/2008		A ⁽⁹⁾			4,152.69	(10)	(10)	Common Stock	4,152.69	(9)	4,152.69	D	
Cash-Settled Stock Appreciation Rights	\$14.55	09/12/2008		A ⁽¹¹⁾			5,689.41	(12)	(12)	Common Stock	5,689.41	(11)	5,689.41	D	

Explanation of Responses:

- Restricted Stock Units (RSUs) that had been credited based on deferrals of salary and/or bonus earned by the executive were exchanged for a notional cash account credit pursuant to the Offer to Exchange Eligible Restricted Stock Unit Awards dated August 14, 2008, as amended and supplemented. No actual shares of common stock were issued to or sold by the executive. Amounts in the notional account will be paid out when the exchanged RSUs were scheduled to vest (generally, March 14, 2009).
- The RSUs were credited at \$22.66 per unit based on deferrals of salary and/or bonus earned by the executive.
- RSUs generally convert into common stock on a 1-for-1 basis, but pursuant to the Offer to Exchange Eligible Restricted Stock Unit Awards dated August 14, 2008, up to 50% of the RSUs were eligible to be exchanged for cash-settled stock appreciation rights (SARs) and/or a credit to a notional, interest bearing cash account.
- The restricted stock units were accrued under the Lear Corporation Management Stock Purchase Plan pursuant to a deferred compensation election. Pursuant to the executive's participation in the Offer to Exchange Eligible Restricted Stock Unit Awards dated August 14, 2008, which expired on September 11, 2008, these RSUs were exchanged for credits to a notional cash account effective September 12, 2008. The remaining RSUs generally vest and settle on March 14, 2009.
- The restricted stock units were accrued under the Lear Corporation Management Stock Purchase Plan pursuant to a deferred compensation election. Pursuant to the executive's participation in the Offer to Exchange Eligible Restricted Stock Unit Awards dated August 14, 2008, which expired on September 11, 2008, these RSUs were exchanged for stock appreciation rights effective September 12, 2008. The remaining RSUs generally vest and settle on March 14, 2010.
- 1107.12 of the exchanged RSUs were credited at \$23.71 per unit and 277.11 of the exchanged RSUs were credited at \$20.75 per unit based on deferrals of salary and/or bonus earned by the executive.
- The restricted stock units were accrued under the Lear Corporation Management Stock Purchase Plan pursuant to a deferred compensation election. Pursuant to the executive's participation in the Offer to Exchange Eligible Restricted Stock Unit Awards dated August 14, 2008, which expired on September 11, 2008, these RSUs were exchanged for stock appreciation rights effective September 12, 2008. The remaining RSUs generally vest and settle on March 14, 2011.
- 1280.28 of the exchanged RSUs were credited at \$22.70 per unit and 616.19 of the exchanged RSUs were credited at \$19.86 per unit based on deferrals of salary and/or bonus earned by the executive.
- For each of the 1384.23 RSUs that were exchanged, the executive received 3 cash-settled SARs.
- Generally becomes exercisable on March 14, 2010 and remains exercisable until March 14, 2012.
- For each of the 1896.47 RSUs that were exchanged, the executive received 3 cash-settled SARs.
- Generally becomes exercisable on March 14, 2011, and remains exercisable until March 14, 2013.

Remarks:

/s/ Karen Rosbury, as attorney in fact 09/15/2008

** Signature of Reporting Person Date

* 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.