FORM 4

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB	APPROVAL
OIVID	AFFROVAL

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

## 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

1. Name and Address of Reporting Person*  WAJSGRAS DAVID C					2. Issuer Name and Ticker or Trading Symbol LEAR CORP /DE/ [ LEA ]								5. Relationship of Reportin (Check all applicable) Director			10% Owner		
(Last) (First) (Middle) 21557 TELEGRAPH ROAD					3. Date of Earliest Transaction (Month/Day/Year) 03/15/2004							X	X Officer (give title Other (specify below)  Sr. VP & Chief Fin Officer					
(Street) SOUTHFIELD MI 48034					4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person					
(City)	(5	State)	(Zip)										1 om me	a by Worc	triari O	пс герогип	ig i cison	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Date				. Transaction Pate Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)			ies Acquire Of (D) (Inst	d (A) or r. 3, 4 and 5)			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	Transaction (Instr. 3 and			"	instr. 4)	
Common Stock 03/1				03/16/	5/2004			<b>M</b> <sup>(1)</sup>		8,559	A	\$59.11	8,559			D		
Common Stock 03/				03/16/	2004			F		2,507	D	\$59.11	6,052			D		
Common Stock													22	0		I	n 401k account	
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		3A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. ) 8)		Derivative		6. Date Exercisa Expiration Date (Month/Day/Yea		•			8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	e es ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				Code	v	(A)		Date Exercisab		Expiration Date	Title	Amount or Number of Shares	Transa (Instr.					
Restricted Stock Units	(2)	03/15/2004		A		11,233.75		(3)		(3)	Common Stock	11,233.75	(4)	11,233	3.75	D		

#### **Explanation of Responses:**

(2)

- 1. Settlement of Restricted Stock Units which were granted in 2001 under the Lear Corporation Management Stock Purchase Plan pursuant to a deferred compensation election.
- 2. Converts into common stock on a one-for-one basis.

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3. The restricted stock units were accrued under the Lear Corporation Management Stock Purchase Plan pursuant to a deferred compensation election. Generally, units settle approximately three years from the date of grant; however, a participant may elect to defer settlement of units beyond three years. Mr. Wajsgras has not, as of the date of this filing, elected to defer settlement of his 2004 units beyond 2007.

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8 559

4. 1,751.27 units credited at a price of \$49.25 per unit, and 9,482.48 units credited at a price of \$43.09 per unit

### Remarks:

Restricted

Units

/s/ Erik B. Lundgren (as attorney-in-fact) 03/16/2004

\*\* Signature of Reporting Person Date

8,559

\$23.79

n

D

Commor

03/16/2004

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).

M<sup>(1)</sup>

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.