

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|--|-----------|
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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*<br><u>SPALDING DAVID P</u><br><br>(Last) (First) (Middle)<br>21557 TELEGRAPH ROAD<br><br>(Street)<br>SOUTHFIELD MI 48033<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>LEAR CORP [ LEA ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below)                          |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/31/2008          |  |
|   |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input 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 |   |  |   |

**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 |  |  |   |  |
| 2008 Restricted Units                      | (1)  | 01/31/2008                           |  | A                              |   | 3,202.2772   |     | (2)  | (2)             | Common Stock  | 3,202.2772                 | \$0.00                                     | 3,202.2772   | D   |  |
| 2007 Restricted Units                      | (1)  | 01/31/2008                           |  | M <sup>(3)</sup>               |   | 886.7869   |     | (4)  | (4)             | Common Stock  | 886.7869                   | \$0.00                                     | 1,773.5737   | D   |  |
| 2006 Restricted Units                      | (1)  | 01/31/2008                           |  | M <sup>(3)</sup>               |   | 1,177.394  |     | (5)  | (5)             | Common Stock  | 1,177.394                  | \$0.00                                     | 1,177.394  | D   |  |
| 2005 Restricted Units                      | (1)  | 01/31/2008                           |  | M <sup>(3)</sup>               |   | 556.7929   |     | (6)  | (6)             | Common Stock  | 556.7929                   | \$0.00                                     | 0  | D   |  |
| Deferred Stock Units                       | (7)  | 01/31/2008                           |  | M <sup>(3)</sup>               |   | 2,620.9738   |     | (8)  | (8)             | Common Stock  | 2,620.9738                 | \$28.105                                   | 16,075.867   | D   |  |
| Deferred Stock Units                       | (7)  | 01/31/2008                           |  | A                              |   | 266.8564   |     | (8)  | (8)             | Common Stock  | 266.8564                   | \$28.105                                   | 16,342.723   | D   |  |

**Explanation of Responses:**

- Each restricted unit is equal in value to one share of Lear Corporation common stock.
- The 2008 Restricted Units were granted on January 31, 2008 under the Lear Corporation Outside Directors Plan and generally vest and settle in cash ratably over a three-year period on each of the first three anniversaries of the grant date. Mr. Spalding has elected to defer 100% of amounts payable upon vesting of the 2008 Restricted Units, with 100% of such amounts credited to his deferred stock unit account on each such vesting date.
- Pursuant to deferral elections, Mr. Spalding's deferred stock unit account is credited at the time of vesting of the 2005 Restricted Units, 2006 Restricted Units and 2007 Restricted Units. The third tranche of the 2005 Restricted Units, the second tranche of the 2006 Restricted Units and the first tranche of the 2007 Restricted Units vested on January 31, 2008 and were converted into deferred stock units at such time.
- The 2007 Restricted Units were granted on January 31, 2007 under the Lear Corporation Outside Directors Plan and generally vest and settle in cash ratably over a three-year period on each of the first three anniversaries of the grant date. Mr. Spalding has elected to defer 100% of amounts payable upon vesting of the 2007 Restricted Units, with 100% of such amounts credited to his deferred stock unit account on each such vesting date.
- The 2006 Restricted Units were granted on January 31, 2006 under the Lear Corporation Outside Directors Plan and generally vest and settle in cash ratably over a three-year period on each of the first three anniversaries of the grant date. Mr. Spalding has elected to defer 100% of amounts payable upon vesting of the 2006 Restricted Units, with 100% of such amounts credited to his deferred stock unit account on each such vesting date.
- The 2005 Restricted Units were granted on January 31, 2005 under the Lear Corporation Outside Directors Plan and generally vest and settle in cash ratably over a three-year period on each of the first three anniversaries of the grant date. Mr. Spalding has elected to defer 100% of amounts payable upon vesting of the 2005 Restricted Units, with 100% of such amounts credited to his deferred stock unit account.
- Each stock unit is equal in value to one share of Lear Corporation common stock
- The deferred stock units were accrued under the Lear Corporation Outside Directors Compensation Plan pursuant to a deferral election (with respect to the director's cash retainer, meeting fees and/or restricted unit grants) and are generally to be paid out in cash upon the earlier of either Mr. Spalding's retirement as a director of Lear Corporation or a change in control of Lear Corporation.

**Remarks:**

/s/ Karen Rosbury as attorney-in-fact 02/04/2008

\*\* 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.

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