LEAR CORP Form 4

November 13, 2007

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Person

January 31, Expires: 2005

0.5

Estimated average

Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * NINIVAGGI DANIEL A	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
	LEAR CORP [LEA]	(Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction			
	(Month/Day/Year)	Director 10% Owner		
21557 TELEGRAPH ROAD	11/10/2007	X Officer (give title Other (specify below)  Exec VP Gen Csl CAO & Corp Sec		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
COLUMN 19022	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		

#### SOUTHFIELD, MI 48033

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	11/10/2007		M(1)	2,250	A	\$0(1)	15,356	D	
Common Stock	11/10/2007		F	693	D	\$ 32.72	14,663	D	
Common Stock	11/11/2007		M(2)	5,100	A		19,763	D	
Common Stock	11/11/2007		F	1,571	D	\$ 32.72	18,192	D	
Common Stock	11/12/2007		M	3,000	A	\$ 27.74	21,192	D	

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Common Stock	11/12/2007	F	2,660	D	\$ 33.19	18,532	D	
Common Stock						70	I	in 401k account

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nur of Sha
Restricted Stock Units	(1)	11/10/2007		M	2,250	<u>(1)</u>	<u>(1)</u>	Common Stock	2,2
Restricted Stock Units	<u>(2)</u>	11/11/2007		M	5,100	(2)	(2)	Common Stock	5,
Stock Appreciation Rights	\$ 27.74	11/12/2007		M	3,000	11/10/2007(3)	11/10/2012	Common Stock	3,0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
r	Director	10% Owner	Officer	Other		
NINIVAGGI DANIEL A						
21557 TELEGRAPH ROAD			Exec VP Gen Csl CAO & Corp Sec			
SOUTHFIELD, MI 48033						

# **Signatures**

/s/ Karen Rosbury, as attorney-in-fact 11/13/2007

\*\*Signature of Reporting Person Date

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### **Explanation of Responses:**

- \* 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).
- (1) Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis. One-half of the restricted stock units granted on November 10, 2005 vested and settled in stock on November 10, 2007. One-half will vest and settle in stock on November 10, 2009.
- (2) Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis. One-half of the restricted stock units granted on November 11, 2004 vested and settled in stock on November 11, 2007 and one half will vest and settle in stock on November 11, 2009.
- (3) The Stock Appreciation Rights (SARs) were granted under the Long-Term Stock Incentive Plan on November 10, 2005 and have a term of seven years from the date of grant. One-third of the SARs vest on each of the first three anniversaries of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.