LEAR CORP Form 4 February 11, 2008

# FORM 4

subject to

Section 16.

Form 4 or

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

Check this box if no longer

(Middle)

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* WALLACE HENRY D G

(First)

2. Issuer Name and Ticker or Trading Symbol

LEAR CORP [LEA]

3. Date of Earliest Transaction

(Month/Day/Year) 02/10/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

10% Owner

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

15543 MONTEROSSO LANE, UNIT 201

> 4. If Amendment, Date Original (Street)

> > Filed(Month/Day/Year)

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X\_ Director

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NAPLES, FL 34110

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of Derivative TransactionSecurities Acquired (A) or Expiration Date Code Disposed of (D)

6. Date Exercisable and (Month/Day/Year)

7. Title and Am Underlying Seco (Instr. 3 and 4)

#### Edgar Filing: LEAR CORP - Form 4

(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) (Instr. 3, 4, and 5)						
	Derivative Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A: Ni Sh
2005 Restricted Units	(1)	02/10/2008		M(2)		563.9097	<u>(3)</u>	<u>(3)</u>	Common Stock	5
Deferred Stock Units	<u>(4)</u>	02/10/2008		M(2)	563.9097		<u>(5)</u>	<u>(5)</u>	Common Stock	5

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WALLACE HENRY D G 15543 MONTEROSSO LANE UNIT 201 NAPLES, FL 34110	X						

# **Signatures**

/s/ Karen M. Rosbury as attorney-in-fact

\*\*Signature of Reporting Person Date

### **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 unit is equal in value to one share of Lear Corporation common stock.
- Pursuant to deferral elections, Mr. Wallace's deferred stock unit account is credited at the time of vesting of the 2005 Restricted Units. The third tranche of the 2005 Restricted Units vested on February 10, 2008 and was converted into deferred stock units at such time.
- The 2005 Restricted Units were granted on February 10, 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. Wallace 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.
- (4) 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 (5) (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. Wallace's retirement as a director of Lear Corporation or a change in control of Lear Corporation.

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.

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