NINIVAGGI DANIEL A

Form 4

March 17, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB and

OMB APPROVAL

Number: 3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

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Check this box if no longer subject to Section 16. Form 4 or

Section 16.
Form 4 or
Form 5
obligations
may continue.

SECURITIES

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Filed pursuant to Section 16(a) of the Secur
Section 17(a) of the Public Utility Holding Co

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 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1 Name and Address of Reporting Person *

See Instruction

NINIVAGG	2. Issuer Name and Ticker or Trading Symbol LEAR CORP [LEA]						S. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 21557 TELEGRAPH ROAD			3. Date of Earliest Transaction (Month/Day/Year) 03/14/2008						DirectorX Officer (give below)	10%	Owner er (specify
	(Street)		4. If Ame Filed(Mon				l		ExecVP,Stra 6. Individual or Jo Applicable Line) _X_ Form filed by 0	•	ng(Check
(City)	LD, MI 48033 (State)	(7in)									
(City)	(State)	(Zip)	Tabl	e I - Non	ı-De	erivative S	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executio any		Code (Instr. 8	3)	4. Securin(A) or Di (Instr. 3,	ispose	d of (D)	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)
Common Stock	03/14/2008			M(1)		1,379	A	\$ 25.11	15,948	D	
Common Stock	03/14/2008			F		409	D	\$ 25.11	15,539	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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number.

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)	2 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number on Derivative Acquired (A Disposed of (Instr. 3, 4,	Securities A) or of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying So (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(2)	03/14/2008		M(1)	(1-7)		03/14/2008	03/14/2008	Common Stock
Restricted Stock Units	(2)	03/15/2008		A	7,585.9		<u>(4)</u>	<u>(4)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NINIVAGGI DANIEL A 21557 TELEGRAPH ROAD SOUTHFIELD, MI 48033

ExecVP, Strategic & CorpPlan & CAO

Signatures

/s/ Karen Rosbury, as attorney-in-fact 03/17/2008

**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) Settlement of Restricted Stock Units which were granted in 2005 under the Lear Corporation Management Stock Purchase Plan pursuant to a deferred compensation election.
- (2) Converts into common stock on a 1-for-1 basis
- (3) 1372.89 units were credited at a price of \$48.62 per unit and 6.27 units were credited at a price of \$42.55 per unit
- (4) 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. Ninivaggi has not, as of the date of this filing, elected to defer settlement of his 2008 units beyond 2011.
- (5) 5121.15 units were credited at a price of \$22.70 per unit and 2464.75 units were credited at a price of \$19.86 per unit 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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