#### ROSSITER ROBERT E

Form 4

September 15, 2008

Check this box

if no longer

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

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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).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* ROSSITER ROBERT E

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

LEAR CORP [LEA] 3. Date of Earliest Transaction

21557 TELEGRAPH ROAD

(Month/Day/Year)

09/12/2008

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify

below)

Chairman, CEO & President

(Check all applicable)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person

(Instr. 4)

Form filed by More than One Reporting

Person

SOUTHFIELD, MI 48033

(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. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

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

(Instr. 4)

(A)

Reported Transaction(s) (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.

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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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

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

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

7. Title and A Underlying Se (Instr. 3 and 4

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year) (Instr. 8) (Instr. 3, 4, and 5)							
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	
2007 MSPP Restricted Stock Units	(1)	09/12/2008		D		2,733.74	(2)	(2)	Common Stock	
2008 MSPP Restricted Stock Units	(1)	09/12/2008		D		2,851.73	<u>(4)</u>	<u>(4)</u>	Common Stock	
Cash-Settled Stock Appreciation Rights	\$ 14.55	09/12/2008		A(6)	8,201.22		<u>(7)</u>	<u>(7)</u>	Common Stock	
Cash-Settled Stock Appreciation Rights	\$ 14.55	09/12/2008		A(8)	8,555.19		<u>(9)</u>	<u>(9)</u>	Common Stock	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Troporting of more remained and areas	Director	10% Owner	Officer	Other			
ROSSITER ROBERT E 21557 TELEGRAPH ROAD SOUTHFIELD, MI 48033	X		Chairman, CEO & President				

# **Signatures**

/s/ Karen Rosbury, as attorney in fact 09/15/2008

\*\*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).
- RSUs generally convert into common stock on a 1-for-1 basis, but pursuant to the Offer to Exchange Eligible Restricted Stock Unit
  (1) Awards dated August 14, 2008, up to 50% of the RSUs were eligible to be exchanged for cash-settled stock appreciation rights (SARs) and/or a credit to a notional, interest bearing cash account.
- The restricted stock units were accrued under the Lear Corporation Management Stock Purchase Plan pursuant to a deferred compensation election. Pursuant to the executive's participation in the Offer to Exchange Eligible Restricted Stock Unit Awards dated August 14, 2008, which expired on September 11, 2008, these RSUs were exchanged for stock appreciation rights effective September 12, 2008. The remaining RSUs generally vest and settle on March 14, 2010.
- (3) 1739.77 of the exchanged RSUs were credited at \$23.71 per unit and 993.97 of the exchanged RSUs were credited at \$20.75 per unit based on deferrals of salary and/or bonus earned by the executive.

**(4)** 

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The restricted stock units were accrued under the Lear Corporation Management Stock Purchase Plan pursuant to a deferred compensation election. Pursuant to the executive's participation in the Offer to Exchange Eligible Restricted Stock Unit Awards dated August 14, 2008, which expired on September 11, 2008, these RSUs were exchanged for stock appreciation rights effective September 12, 2008. The remaining RSUs generally vest and settle on March 14, 2011.

- (5) 2064.97 of the exchanged RSUs were credited at \$22.70 per unit and 786.76 of the exchanged RSUs were credited at \$19.86 per unit based on deferrals of salary and/or bonus earned by the executive.
- (6) For each of the 2733.74 RSUs that were exchanged, the executive received 3 cash-settled SARs.
- (7) Generally becomes exercisable on March 14, 2010 and remains exercisable until March 14, 2012.
- (8) For each of the 2851.73 RSUs that were exchanged, the executive received 3 cash-settled SARs.
- (9) Generally becomes exercisable on March 14, 2011, and remains exercisable until March 14, 2013.

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.