STEPHENS MEL

Form 4

November 14, 2011

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** 3235-0287 Number:

**OMB APPROVAL** 

Washington, D.C. 20549 Expires:

January 31, 2005

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

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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).

(Print or Type Responses)

1. Name and Ad STEPHENS	^	rting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol LEAR CORP [LEA]	5. Relationship of Reporting Person(s) to Issuer		
<i>a</i>		(M. 111 )		(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
21557 TELEGRAPH ROAD			(Month/Day/Year)	Director 10% Owner X Officer (give title Other (specify		
			11/09/2011	below) below)		
				Sr VP Comm, Corp Relation & HR		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
SOUTHFIELD, MI 48033				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(a)	(0 )	(77:				

(City)	(State)	<sup>(Zip)</sup> Tabl	e I - Non-D	erivative S	Securi	ities Acqu	ired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed	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 (1)	11/09/2011		Code V M	Amount 16,240	(D)	Price \$ 0 (2)	16,240	D	
Common Stock (1)	11/09/2011		F	6,578	D	\$ 42.02	9,662	D	

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.

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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. Transactic Code (Instr. 8)	iorDerivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	<u>(2)</u>	11/09/2011		M		16,240	<u>(2)</u>	(2)	Common Stock	16,240	

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## **Reporting Owners**

Reporting Owner Name / Address	Kelationships							
	Director	10% Owner	Officer	Other				
STEPHENS MEL			Sr VP					
21557 TELEGRAPH ROAD			Comm, Corp					
SOUTHFIELD, MI 48033			Relation & HR					

## **Signatures**

/s/ Karen Rosbury, as Attorney-in-Fact

11/14/2011

\*\*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) All common stock and RSU amounts in this report reflect Lear Corporation's 2-for-1 stock split that was effective March 17, 2011.
- Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis. One-third of the restricted stock units granted on (2) November 9, 2009, vested and settled in stock on November 9, 2011. The remaining one-third of the original units vest and settle in

(2) November 9, 2009, vested and settled in stock on November 9, 2011. The remaining one-third of the original units vest and settle in common stock on the third anniversary 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.

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