

LEAR CORP  
Form 4  
November 10, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NINIVAGGI DANIEL A

(Last) (First) (Middle)  
21557 TELEGRAPH ROAD  
(Street)

SOUTHFIELD, MI 48033

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
LEAR CORP [LEA]

3. Date of Earliest Transaction (Month/Day/Year)  
11/06/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	11/09/2008		M <sup>(1)</sup>	5,075 A	\$ 0 (1)	20,614	D
Common Stock	11/09/2008		F	1,564 D	\$ 1.98	19,050	D
Common Stock					75	I	in 401(k) account

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

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SEC 1474 (9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
					V	(A)	(D)	Date Exercisable			Expiration Date
Stock Appreciation Rights	\$ 1.69	11/06/2008		A		80,000		<u>(2)</u>	<u>(2)</u>	Common Stock	80,000
Restricted Stock Units	<u>(1)</u>	11/09/2008		<u>M</u> <sup>(1)</sup>		5,075		<u>(1)</u>	<u>(1)</u>	Common Stock	5,075

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NINIVAGGI DANIEL A 21557 TELEGRAPH ROAD SOUTHFIELD, MI 48033			Executive Vice President	

## Signatures

/s/ Karen Rosbury, as attorney-in-fact

11/10/2008

\_\_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).

Each restricted stock unit is convertible into a share of common stock on a one-for-one basis. One-half of the restricted stock units

(1) granted on November 9, 2006, vested and settled in stock on November 9, 2008. One-half will vest and settle in stock on November 9, 2010.

The stock-settled Stock Appreciation Rights (SARs) were granted under the Long-Term Stock Incentive Plan and expire on May 1, 2012.

(2) One-half of the SARs become exercisable on May 1, 2009. One-half of the SARs become exercisable on May 1, 2010, but may become exercisable earlier on the later to occur of (i) the end of the first ten consecutive trading day period after November 6, 2008, throughout which the closing price of a share equals or exceeds \$3.38, or (ii) May 1, 2009.

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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