

LEAR CORP  
Form 4  
November 04, 2008

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
INTRIERI VINCENT J

(Last) (First) (Middle)

767 FIFTH AVENUE, 47TH FLOOR

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
10/31/2008

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)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/03/2008		M <sup>(1)</sup>	11,286.0503	A	11,286.0503	D
Common Stock	11/03/2008		D <sup>(1)</sup>	11,286.0503	D	\$ 0	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Deferred Stock Units	<u>(2)</u>	10/31/2008		A	6,551.7241	<u>(3)</u>	<u>(3)</u>			Common Stock
Deferred Stock Units	<u>(2)</u>	11/03/2008		M <sup>(1)</sup>	11,286.0503	<u>(3)</u>	<u>(3)</u>			Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INTRIERI VINCENT J 767 FIFTH AVENUE 47TH FLOOR NEW YORK, NY 10153		X		

## Signatures

/s/ Vincent J. Intrieri  
 11/04/2008  
 \*\*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).
- Settlement of Deferred Stock Units in cash pursuant to the terms of the Lear Corporation Outside Directors Compensation Plan in connection with Mr. Intrieri's resignation from the Board of Directors. No shares of Lear common stock were issued or sold in connection with the settlement.
- (1) connection with Mr. Intrieri's resignation from the Board of Directors. No shares of Lear common stock were issued or sold in connection with the settlement.
  - (2) Each stock unit is equal in value to one share of Lear Corporation common stock
  - (3) The deferred stock units were accrued under the Lear Corporation Outside Directors Compensation Plan pursuant to a deferral election (with respect to the director's cash retainer and meeting fees) and are generally to be paid out in cash upon the earlier of either Mr. Intrieri's retirement as a director of Lear Corporation or a change in control of Lear Corporation.
  - (4) The deferred stock units were acquired over time pursuant to deferral of retainer and meeting fees at various prices previously reported (332.5451 units at \$33.83 per unit, 385.9697 at \$36.92, 375.2207 at \$33.98, 450.6438 at \$34.95, 1,447.1854 at \$28.105, 465.0783 at \$30.64, 1,277.6832 at \$14.75 and 6,551.7241 at \$2.175).

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.