

ROSSITER ROBERT E

Form 4

March 17, 2008

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

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

OMB APPROVAL

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(Print or Type Responses)

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

(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)
03/14/2008

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)

Chairman, CEO & 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/14/2008		M ⁽¹⁾	24,014 A	\$ 25.11	24,014 D	
Common Stock	03/14/2008		F	9,549 D	\$ 25.11	14,465 D	
Common Stock					76,582	I	by GRAT (2)
Common Stock					1,065	I	in 401k account

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

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(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
Restricted Stock Units	(3)	03/14/2008		M ⁽¹⁾		24,014.1		03/14/2008	03/14/2008	Common Stock
Restricted Stock Units	(3)	03/15/2008		A		11,406.94		(5)	(5)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	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 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) Total reflects the addition of 46,312 shares of stock from Mr. Rossiter's personal account to his GRAT on January 11, 2008
- (3) Converts into common stock on a 1-for-1 basis
- (4) 3393.66 units were credited at a price of \$48.62 per unit and 20620.44 units were credited at a price of \$42.55 per unit
- (5) 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. Rossiter has not, as of the date of this filing, elected to defer settlement of his 2008 units

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beyond 2011.

(6) 8259.91 units were credited at a price of \$22.70 per unit and 3147.03 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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