

LEAR CORP
Form 4
November 13, 2007

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

OMB APPROVAL

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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 *
Brackenbury James M

(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)
11/10/2007

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)
Sr VP & Pres-Europe Operations

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/10/2007 | | M ⁽¹⁾ | | 2,250 | A | \$ 0 ⁽¹⁾ | 9,150 | D | |
| Common Stock | 11/10/2007 | | F | | 596 | D | \$ 32.72 | 8,554 | D | |
| Common Stock | 11/11/2007 | | M ⁽²⁾ | | 4,750 | A | \$ 0 ⁽²⁾ | 13,304 | D | |
| Common Stock | 11/11/2007 | | F | | 1,257 | D | \$ 32.72 | 12,047 | D | |
| Common Stock | 11/12/2007 | | S | | 5,500 | D | \$ 32.7149 | 6,547 | D | |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|-----------------|
| Common Stock | 11/12/2007 | M | 10,000 | A | \$ 27.74 | 16,547 | D | |
| Common Stock | 11/12/2007 | F | 8,793 | D | \$ 33.19 | 7,754 | D | |
| Common Stock | | | | | | 1,109 | I | in 401k account |

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.

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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 Amount of Underlying Security (Instr. 3 and 4) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|-----------------|--------------|---------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |
| Restricted Stock Units | <u>(1)</u> | 11/10/2007 | | M | | 2,250 | | <u>(1)</u> | <u>(1)</u> | Common Stock | 2 |
| Restricted Stock Units | <u>(2)</u> | 11/11/2007 | | M | | 4,750 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 4 |
| Stock Appreciation Rights | \$ 27.74 | 11/12/2007 | | M | | 10,000 | | 11/10/2007 ⁽³⁾ | 11/10/2012 | Common Stock | 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brackenbury James M 21557 TELEGRAPH ROAD SOUTHFIELD, MI 48033 | | | Sr VP & Pres-Europe Operations | |

Signatures

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

11/13/2007

__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) Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis. One-half of the restricted stock units granted on November 10, 2005 vested and settled in stock on November 10, 2007. One-half will vest and settle in stock on November 10, 2009.
- (2) Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis. One-half of the restricted stock units granted on November 11, 2004 vested and settled in stock on November 11, 2007 and one half will vest and settle in stock on November 11, 2009.
- (3) The Stock Appreciation Rights (SARs) were granted under the Long-Term Stock Incentive Plan on November 10, 2005 and have a term of seven years from the date of grant. One-third of the SARs vest on each of the first three anniversaries 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.