

Larkin Terrence B
 Form 4
 September 15, 2008

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 *
 Larkin Terrence B

(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)
 09/12/2008

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)
 Sr VP, Gen Cnsl & Corp Sec

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title
				V	(A)	(D)			
2008 MSPP Restricted Stock Units	(1)	09/12/2008	D			1,101.32	(2)	(2)	Common Stock
Cash-Settled Stock Appreciation Rights	\$ 14.55	09/12/2008	A ⁽⁴⁾			3,303.96	(5)	(5)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Larkin Terrence B 21557 TELEGRAPH ROAD SOUTHFIELD, MI 48033			Sr VP, Gen Cnsl & Corp Sec	

Signatures

/s/ Karen Rosbury, as attorney
in fact

09/15/2008

 **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).

RSUs generally convert into common stock on a 1-for-1 basis, but pursuant to the Offer to Exchange Eligible Restricted Stock Unit Awards dated August 14, 2008, up to 50% of the RSUs were eligible to be exchanged for cash-settled stock appreciation rights (SARs) and/or a credit to a notional, interest bearing cash account.

(1) The restricted stock units were accrued under the Lear Corporation Management Stock Purchase Plan pursuant to a deferred compensation election. Pursuant to the executive's participation in the Offer to Exchange Eligible Restricted Stock Unit Awards dated August 14, 2008, which expired on September 11, 2008, these RSUs were exchanged for stock appreciation rights effective September 12, 2008. The remaining RSUs generally vest and settle on March 14, 2011.

(2) The exchanged RSUs were credited at \$22.70 per unit based on deferrals of salary and/or bonus earned by the executive.

(3) For each of the 1101.32 RSUs that were exchanged, the executive received 3 cash-settled SARs.

(4) Generally becomes exercisable on March 14, 2011, and remains exercisable until March 14, 2013.

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.