Edgar Filing: WALLACE HENRY D G - Form 4

WALLACE HENR	Y D G										
Form 4											
February 02, 2006											
FORM 4									PPROVAL		
	UNITED S	STATES		RITIES A shington			COMMISSIO	N OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5	IENT OF		SECUI	Estimated burden hou response	Expires: January 31, 2005 Estimated average burden hours per response 0.5						
obligations	*	a) of the F	Public U	tility Hol	ding Con		nge Act of 1934, of 1935 or Secti 940				
(Print or Type Response	es)										
1. Name and Address of Reporting Person <u>*</u> WALLACE HENRY D G			Symbol	r Name an CORP [L		Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last) (Fin	rst) (N	Aiddle) 3. Date of Earliest Transaction					(Check all applicable)				
15543 MONTEROSSO LANE, UNIT 201			(Month/Day/Year) 01/31/2006				X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Str	reet)	4. If Amendment, Date Original Filed(Month/Day/Year)				1	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
NAPLES, FL 3411	10						Person	More than One R	eporting		
(City) (Sta	ate) ((Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	-	2A. Deeme Execution I any (Month/Da	Date, if	Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	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)		
Reminder: Report on a	separate line	for each cla	ass of secu	urities bene	-	-	-				
					inforn requir	nation cont ed to respo ys a currei	spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities Acquired	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	(A) or Disposed of(D)(Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
2006 Restricted Units	<u>(1)</u>	01/31/2006		А		3,532.1821		(2)	(2)	Common Stock	3,532.1

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
WALLACE HENRY D G 15543 MONTEROSSO LANE UNIT 201 NAPLES, FL 34110	Х							
Signatures								
/s/ Karen Rosbury, as attorney-in-fact		02/02/2000	5					
**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 unit is equal in value to one share of Lear Corporation common stock.

The 2006 Restricted Units were granted under the Lear Corporation Outside Directors Plan and generally vest and settle in cash ratably over a three-year period on each of the first three anniversaries of the grant date. Mr. Wallace has elected to defer 100% of amounts

(2) Over a three-year period on each of the first three anniversaries of the grant date. With wanace has elected to defer 100% of announts payable upon vesting of the 2006 Restricted Units, with 100% of such amounts credited to his deferred stock unit account on each such vesting 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.