

LEAR CORP
Form 3
November 16, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Foss Wendy L | | (Month/Day/Year) | LEAR CORP [LEA] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 11/14/2007 | | |
| 21557 TELEGRAPH ROAD | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| SOUTHFIELD,Â MIÂ 48033 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | VP Corp Cntrl & Chief Comp Off | ___ Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 607 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---------------------------|------------|------------|--------------|--------|----------|-------------------|---|
| Restricted Stock Units | Â (1) | Â (1) | Common Stock | 817.72 | \$ (2) | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 384.32 | \$ (2) | D | Â |
| Rrestricted Stock Units | Â (4) | Â (4) | Common Stock | 250 | \$ (2) | D | Â |
| Restricted Stock Units | Â (5) | Â (5) | Common Stock | 250 | \$ (2) | D | Â |
| Restricted Stock Units | Â (6) | Â (6) | Common Stock | 300 | \$ (2) | D | Â |
| Restricted Stock Units | Â (7) | Â (7) | Common Stock | 1,120 | \$ (2) | D | Â |
| Stock Appreciation Rights | Â (8) | 12/02/2012 | Common Stock | 600 | \$ 27.53 | D | Â |
| Stock Appreciation Rights | Â (9) | 11/09/2013 | Common Stock | 3,360 | \$ 31.32 | D | Â |
| Option (Right to Buy) | 06/14/2002 | 06/14/2012 | Common Stock | 1,000 | \$ 41.83 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Foss Wendy L 21557 TELEGRAPH ROAD SOUTHFIELD,Â MIÂ 48033 | Â | Â | Â VP Corp Cntlr & Chief Comp Off | Â |

Signatures

/s/ Karen Rosbury, as attorney-in-fact
11/16/2007
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The restricted stock units were accrued on March 15, 2005 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. Ms. Foss has not, as of the date of this filing, elected to defer settlement of her 2005 units beyond 2008.
- (2) 1-for-1
- (3) The restricted stock units were accrued on March 15, 2007, 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. Ms. Foss has not, as of the date of this filing, elected to defer

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settlement of her 2007 units beyond 2010.

- (4) The restricted stock units were granted on November 13, 2003 under the Lear Corporation Long-Term Stock Incentive Plan. The units vest and settle five years from the date of grant.
- (5) The restricted stock units were granted on November 11, 2004 under the Lear Corporation Long-Term Stock Incentive Plan. The units vest and settle five years from the date of grant.
The restricted stock units were granted on December 2, 2005 under the Lear Corporation Long-Term Stock Incentive Plan. One-half of the units vest and settle two years from the date of grant, and one-half of the units vest and settle four years from the date of grant.
- (6) The restricted stock units were granted on November 9, 2006 under the Lear Corporation Long-Term Stock Incentive Plan. One-half of the units vest and settle two years from the date of grant, and one-half of the units vest and settle four years from the date of grant.
- (7) The Stock Appreciation Rights (SARs) were granted under the Long-Term Stock Incentive Plan on December 2, 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.
- (8) The Stock Appreciation Rights (SARs) were granted under the Long-Term Stock Incentive Plan on November 9, 2006 and have a term of 7 years from the date of grant. The SARs vest on the third anniversary of the grant date.
- (9)

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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