

DELGROSSO DOUGLAS G

Form 4

March 19, 2007

**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

OMB  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DELGROSSO DOUGLAS G

(Last) (First) (Middle)

21557 TELEGRAPH ROAD

(Street)

SOUTHFIELD, MI 48034

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
LEAR CORP [LEA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/14/2007

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below)

Pres &amp; Chief Operating Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 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	03/15/2007		M <sup>(1)</sup>		7,425	A	\$ 36.76
Common Stock	03/15/2007		F		2,175	D	\$ 36.76
Common Stock							1,319
Common Stock							19,713
							in 401k account
							held in trust <sup>(2)</sup>

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.

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 (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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
Restricted Stock Units	(3)	03/15/2007		M <sup>(1)</sup>			7,425	03/15/2007	03/15/2007	Common Stock	
Restricted Stock Units	(3)	03/15/2007		A		4,876.63		(5)	(5)	Common Stock	4,876.63

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DELGROSSO DOUGLAS G 21557 TELEGRAPH ROAD SOUTHFIELD, MI 48034	Pres & Chief Operating Officer

## Signatures

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

03/19/2007

\_\_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) Settlement of Restricted Stock Units which were granted in 2004 under the Lear Corporation Management Stock Purchase Plan pursuant to a deferred compensation election.
- (2) Shares held in wife's trust of which Mr. DelGrosso is a beneficiary. These shares were transferred by Mr. DelGrosso to his wife's trust on February 22, 2006.
- (3) Converts into common stock on a 1-for-1 basis
- (4) 2055.84 units were credited at a price of \$49.25 per unit and 5369.58 units were credited at a price of \$43.09 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

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settlement of units beyond three years. Mr. DelGrosso has not, as of the date of this filing, elected to defer settlement of his 2007 units beyond 2010.

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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