

LEAR CORP

Form 4

November 13, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSSITER ROBERT E

(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)

Chairman, CEO & President

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock | 11/10/2007 | | M ⁽¹⁾ | 8,438 A | \$ 0 ⁽¹⁾ 45,435 ⁽²⁾ | D | |
| Common Stock | 11/10/2007 | | F | 3,443 D | \$ 32.72 41,992 | D | |
| Common Stock | 11/11/2007 | | M ⁽³⁾ | 22,500 A | \$ 0 ⁽³⁾ 64,492 | D | |
| Common Stock | 11/11/2007 | | F | 9,180 D | \$ 32.72 55,312 | D | |
| Common Stock | 11/12/2007 | | S ⁽⁴⁾ | 9,000 D | \$ 32.35 46,312 | D | |

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| | | | |
|--------------|--------|------------------|-------------------|
| Common Stock | 30,270 | I ⁽²⁾ | By GRAT |
| Common Stock | 1,072 | I | in 401(k) account |

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

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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 Securities (Instr. 3 and 4) | | 8. De |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|-------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Se |
| Restricted Stock Units | (1) | 11/10/2007 | | M | 8,438 | (1) | (1) | Common Stock | 8,438 | (In |
| Restricted Stock Units | (3) | 11/11/2007 | | M | 22,500 | (3) | (3) | Common Stock | 22,500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROSSITER ROBERT E 21557 TELEGRAPH ROAD SOUTHFIELD, MI 48033 | X | | Chairman, CEO & President | |

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) Total reflects the distribution of 14,730 shares of stock from Mr. Rossiter's GRAT to his personal account on September 17, 2007 pursuant to the terms of the GRAT.
- (3) 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.
- (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

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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