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LEAR CORP Form 4										
February 04, 2	008									
FORM	4								PPROVAL	-
Washington, D.C							N OMB Number:	3235-0		
Check this l if no longer subject to Section 16. Form 4 or	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated burden hoi response	Expires:January 31 200Estimated average burden hours per response0.1			
Form 5 obligations may continu <i>See</i> Instruct 1(b).	ue. Section 17(a) of the I	Public U	Jtility Hol	ding Co		nge Act of 1934, of 1935 or Secti 1940			
(Print or Type Res	sponses)									
1. Name and Address of Reporting Person <u>*</u> MCCURDY LARRY W			2. Issuer Name and Ticker or Trading Symbol LEAR CORP [LEA]			5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)			3. Date of Earliest Transaction			(Check all applicable)				
(Last) (First) (Middle) 21557 TELEGRAPH ROAD			(Month/Day/Year) 01/31/2008			X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person				
SOUTHFIEL	D, MI 48033						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	Transaction Date Ionth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	Disposed (Instr. 3,	(A) or l of (D) 4 and 5) (A) or	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)	
Densis dem Densem	· · · · · · · · · · · · · · · · · · ·	. f h . 1	6	Code V		(D) Price	. ,			
Reminder: Repor	t on a separate line	e for each cla	ass of sec	urities bene	-	-	or indirectly. spond to the colle	action of	SEC 1474	
					inforı requi	nation con red to resp ays a curre	tained in this form ond unless the fo ntly valid OMB co	n are not orm	(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 Derivative	6. Date Exercisable and	7. Title and A
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onSecurities Acquired (A) or	Expiration Date	Underlying S
Security	or Exercise		any	Code	Disposed of (D)	(Month/Day/Year)	(Instr. 3 and 4
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4, and 5)		

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	Derivative Security		Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title
2008 Restricted Units	<u>(1)</u>	01/31/2008	А	3,202.2772		(2)	(2)	Common Stock
2007 Restricted Units	<u>(1)</u>	01/31/2008	M <u>(3)</u>		886.7869	<u>(4)</u>	(4)	Common Stock
2006 Restricted Units	<u>(1)</u>	01/31/2008	M <u>(3)</u>		1,177.394	(5)	(5)	Common Stock
2005 Restricted Units	<u>(1)</u>	01/31/2008	M <u>(3)</u>		556.7929	(6)	(6)	Common Stock
Deferred Stock Units	<u>(7)</u>	01/31/2008	M <u>(3)</u>	2,620.9738		(8)	(8)	Common Stock
Deferred Stock Units	(7)	01/31/2008	А	809.4645		(8)	(8)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
MCCURDY LARRY W 21557 TELEGRAPH ROAD SOUTHFIELD, MI 48033	Х					
Signatures						

/s/ Karen Rosbury as 02/04/2008 attorney-in-fact Date

**Signature of Reporting Person

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 2008 Restricted Units were granted on January 31, 2008 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. McCurdy has elected to defer

(2) 100% of amounts payable upon vesting of the 2008 Restricted Units, with 100% of such amounts credited to his deferred stock unit account on each such vesting date.

(3)

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Pursuant to deferral elections, Mr. McCurdy's deferred stock unit account is credited at the time of vesting of the 2005 Restricted Units, 2006 Restricted Units and 2007 Restricted Units. The third tranche of the 2005 Restricted Units, the second tranche of the 2006 Restricted Units and the first tranche of the 2007 Restricted Units vested on January 31, 2008 and were converted into deferred stock units at such time.

(4) The 2007 Restricted Units were granted on January 31, 2007 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. McCurdy has elected to defer 100% of amounts payable upon vesting of the 2007 Restricted Units, with 100% of such amounts credited to his deferred stock unit

account on each such vesting date.

(5) The 2006 Restricted Units were granted on January 31, 2006 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. McCurdy has elected to defer 100% of amounts 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.

The 2005 Restricted Units were granted on January 31, 2005 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. McCurdy has elected to defer

- (6) Some in cash ratiosy over a uncerspan period on each of the first three anniversaries of the grant date. With McCurdy has elected to determine the structure of the grant date. With McCurdy has elected to determine the structure of the grant date. With McCurdy has elected to determine the structure of the grant date. With McCurdy has elected to determine the structure of the grant date. With McCurdy has elected to determine the structure of the grant date. With McCurdy has elected to determine the structure of the grant date. With McCurdy has elected to determine the structure of the grant date. With McCurdy has elected to determine the structure of the grant date. With McCurdy has elected to determine the structure of the struc
- (7) Each stock unit is equal in value to one share of Lear Corporation common stock

The deferred stock units were accrued under the Lear Corporation Outside Directors Compensation Plan pursuant to a deferral election
 (8) (with respect to the director's cash retainer, meeting fees and/or restricted unit grants) and are generally to be paid out in cash upon the earlier of either Mr. McCurdy's retirement as a director of Lear Corporation or a change in control of Lear Corporation.

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.