LEAR CORP /DE/ Form 4

March 16, 2005

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

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading STEBBINS DONALD J Issuer Symbol LEAR CORP/DE/[LEA] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title _ Other (specify 21557 TELEGRAPH ROAD 03/15/2005 below) Pres & Chief OO-Europe, Asia & (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SOUTHFIELD, MI 48034 Person

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of 6. Securities Ownership Beneficially Form: Dire Owned (D) or Following Indirect (I) Reported (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	03/15/2005		M <u>(1)</u>	1,662	A	\$ 46.59	14,945	D	
Common Stock	03/15/2005		F	651	D	\$ 46.59	14,294	D	
Common Stock							467	I	in 401k account
Common Stock							1,789	I	held in trust by spouse

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

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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)	onDerivative S Acquired (A Disposed of	Derivative Securities Expir		Date Exercisable and piration Date onth/Day/Year)		7. Title and Ame Underlying Secu (Instr. 3 and 4)	
	security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ai Ni Sh	
Restricted Stock Units	<u>(2)</u>	03/15/2005		A	3,804.74		(3)	(3)	Common Stock	3	
Restricted Stock Units	<u>(2)</u>	03/15/2005		M(1)		1,662	03/15/2005	03/15/2005	Common Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	(
			D 0 C1: C					

STEBBINS DONALD J 21557 TELEGRAPH ROAD SOUTHFIELD, MI 48034 Pres & Chief OO-Europe, Asia Other

&

Signatures

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

03/15/2005

**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 2002 under the Lear Corporation Management Stock Purchase Plan pursuant to a deferred compensation election.
- (2) Converts into common stock on a 1-for-1 basis
- 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 settlement of units beyond three years. Mr. Stebbins has not, as of the date of this filing, elected to defer settlement of his 2005 units beyond 2008.
- (4) 2,159.61 units were credited at a price of \$48.62 per unit and 1,645.13 units were credited at a price of \$42.55 per unit Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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