

Larkin Terrence B  
 Form 4  
 November 14, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Larkin Terrence B

(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)  
 11/09/2012

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)  
 EVP, Business Dev & Gen Cnsl

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock <sup>(1)</sup>     | 11/09/2012                           |  | M                              |   | 47,774  | A  | \$ 0 <sup>(2)</sup>                                   |
| Common Stock                    | 11/09/2012                           |  | F                              |   | 19,445  | D  | \$ 42.03  |
| Common Stock                    | 11/12/2012                           |  | S                              |   | 28,329  | D  | \$ 41.5279  |
|                                 |                                      |  |                                |   | 0   | D  |   |

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

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number.

**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) |            |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title      | Amount or Number of Shares |
| Restricted Stock Units <sup>(1)</sup>      | <u>(2)</u>   | 11/09/2012                           |  | M                              |   | 47,774   | <u>(2)</u>  | <u>(2)</u> | Common Stock 47,774        |
| Restricted Stock Units                     | <u>(3)</u>   | 11/14/2012                           |  | A                              |   | 4,950  | <u>(4)</u>  | <u>(4)</u> | Common Stock 4,950         |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                                    |       |
|---|---------------|-----------|------------------------------------|-------|
|   | Director      | 10% Owner | Officer                            | Other |
| Larkin Terrence B<br>21557 TELEGRAPH ROAD<br>SOUTHFIELD, MI 48033 |               |           | EVP,<br>Business Dev<br>& Gen Cnsl |       |

## Signatures

/s/ Karen Crittenden, as  
Attorney-in-Fact

11/14/2012

\_\_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) All common stock and RSU amounts in this report reflect Lear Corporation's 2-for-1 stock split that was effective March 17, 2011.
- (2) Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis. The remaining one-third of the original restricted stock units granted on November 9, 2009, vested and settled in common stock on November 9, 2012.
- (3) Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis.

These "Career Share" RSUs vest on the third anniversary of the grant date but are not converted into shares of common stock until or

- (4) after age 62 or a qualifying retirement and remain subject to forfeiture for a voluntary termination prior to meeting retirement eligibility requirements.

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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