

STEPHENS MEL  
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 \*  
STEPHENS MEL

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
21557 TELEGRAPH ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
11/09/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP Comm, Facilities & Inv Rel

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SOUTHFIELD, MI 48033

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock <sup>(1)</sup>	11/09/2012		M	16,240 A	\$ 0 <sup>(2)</sup> 16,240	D	
Common Stock	11/09/2012		F	6,610 D	\$ 42.03 9,630	D	

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

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SEC 1474 (9-02)

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**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)	Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Restricted Stock Units <sup>(1)</sup>	<u>(2)</u>	11/09/2012		M	16,240	<u>(2)</u>	<u>(2)</u>	Common Stock	16,240
Restricted Stock Units	<u>(3)</u>	11/14/2012		A	2,970	<u>(4)</u>	<u>(4)</u>	Common Stock	2,970

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEPHENS MEL 21557 TELEGRAPH ROAD SOUTHFIELD, MI 48033			SVP Comm, Facilities & Inv Rel	

**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.

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