LEAR CORP Form 4 February 16, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Ad STEPHENS	^	rting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			LEAR CORP [LEA]	(Check all applicable)		
(Last) (First) (Middle) 21557 TELEGRAPH ROAD			3. Date of Earliest Transaction (Month/Day/Year) 02/11/2016	Director 10% OwnerX_ Officer (give title Other (speci-		
				below) below) SVP Comm, Facilities & Inv Rel		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SOUTHFIELD, MI 48033			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(C:+-)	(Ctata)	(7:)				

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative (Securi	ties Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if		3. 4. Securities Acquired Transaction(A) or Disposed of (D)				5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,	4 and 5	5)	Beneficially Owned Following	Form: Direct (D) or Indirect (I)	Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/12/2016		A(1)		A	\$ 0	75,955 <u>(2)</u>	D	
Common	02/12/2016		F(3)	18,809	D	\$	57,146 <u>(2)</u>	D	

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

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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. Transacti Code (Instr. 8)	5. Number on 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. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(4)</u>	02/11/2016		A	4,189	(5)	(5)	Common Stock	4,189	\$

Reporting Owners

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

Signatures

/s/ Karen Crittenden, as Attorney-in-Fact 02/16/2016

**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).
- Settlement of non-derivative performance shares for the three-year performance period ending December 31, 2015, granted under the 2009 Lear Corporation Long-Term Stock Incentive Plan and exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16b-3(d).
- (2) Excludes 6,000 shares transferred to Mr. Stephens' ex-wife pursuant to a domestic relations order.
- (3) Shares withheld by the Company to satisfy minimum tax withholding requirements.
- (4) Converts into common stock on a 1-for-1 basis.
- The Compensation Committee certified on February 11, 2016 that Company achieved the 2015 net income performance goal for the (5) restricted stock unit awards granted in 2015 under the Lear Corporation 2009 Long-Term Stock Incentive Plan. These restricted stock units remain subject to a time-vesting requirement and are scheduled to vest and settle in common stock on January 2, 2018.

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.

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