Edgar Filing: WALLACE HENRY D G - Form 4

WALLACE HEN Form 4	RY D G											
May 17, 2012										OMB A	PPROV	AL
FORM 4	UNITED	STATES						COMMISSI	ON	OMB Number:		-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Filed pur	Washington, D.C. 20549 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									Janua average ırs per	ry 31, 2005 0.5
(Print or Type Respon	ises)											
			2. Issuer Name and Ticker or Trading Symbol LEAR CORP [LEA]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
			3. Date of Earliest Transaction(Month/Day/Year)05/16/2012			X_Director10% Owner Officer (give titleOther (specify below)below)						
(Street) 4. If Amendm Filed(Month/Da SOUTHFIELD, MI 48033					dment, Date Original h/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (S	State)	(Zip)	Tab	ole I - Non-	Deriva	tive Se	ecurities A	cquired, Dispose	ed of,	or Beneficia	lly Owne	d
	nsaction Date h/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	onAcqu Dispo (Instr	058ed of . 3, 4 a (4	(D) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Fo (D (I)	Ownership rm: Direct) or Indirect astr. 4)	7. Natur Indirect Benefici Ownersh (Instr. 4)	al 1ip
Reminder: Report on	a separate line	for each cla	ass of sec	urities bene	Pe in re di	ersons forma quirec	s who res tion cont to respo s a curre	or indirectly. spond to the co ained in this fo ond unless the ntly valid OMB o	rm a form	re not	EC 1474 (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	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Instr.

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	Derivative Security				(A) or Disposed (D) (Instr. 3, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	<u>(1)</u>	05/16/2012	А		5,227		(2)	(2)	Common Stock	5,227	\$

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
WALLACE HENRY D G 21557 TELEGRAPH ROAD SOUTHFIELD, MI 48033	Х			
Signatures				
/s/ Karen Crittenden as attorney-in-fact		05/17/20)12	

<u>**Signature of Reporting Person</u>

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).

Date

(1) 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(2) (with respect to the director's unrestricted stock grant) and are generally to be paid out in shares of Lear Corporation common stock following the earlier of either Mr. Wallace'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.