#### **BURGESS SHARI L**

Form 4

November 14, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL OMB** 

Number:

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

**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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **BURGESS SHARI L** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

LEAR CORP [LEA]

(Check all applicable)

(First) (Middle) (Last)

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

Director 10% Owner Other (specify

X\_ Officer (give title below)

11/10/2005

VP & Treasurer

6. Individual or Joint/Group Filing(Check

(Street)

4. If Amendment, Date Original

(Instr. 8)

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person

(Instr. 4)

Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SOUTHFIELD, MI 48034

(City)

Security

(Instr. 3)

21557 TELEGRAPH ROAD

1. Title of 2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Execution Date, if

(Month/Day/Year)

(Zip)

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof Derivative	Expiration Date	<b>Underlying Securities</b>
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	3)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 27.74	11/10/2005		A		7,560		<u>(1)</u>	11/10/2012	Common Stock	7,560
Restricted Stock Unit	<u>(2)</u>	11/10/2005		A		1,680		(3)	(3)	Common Stock	1,680

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BURGESS SHARI L 21557 TELEGRAPH ROAD SOUTHFIELD, MI 48034

VP & Treasurer

# **Signatures**

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

11/14/2005

\*\*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) The Stock Appreciation Rights (SARs) were granted under the Long-Term Stock Incentive Plan and have a term of 7 years from the date of grant. One-third of the SARs vest on each of the first three anniversaries of the grant date.
- (**2**) 1-for-1
- (3) The restricted stock units were granted under the Lear Corporation Long-Term Stock Incentive Plan. One-half of the units vest and settle two years from the date of grant, and one-half of the units vest and settle four years from the date of grant.

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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