BINGAMAN ANNE K

Form 4

February 02, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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may continue.

See Instruction

if no longer

Check this box

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BINGAMAN ANNE K** Issuer Symbol LEAR CORP [LEA] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Officer (give title _ Other (specify 21557 TELEGRAPH ROAD 01/31/2006 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SOUTHFIELD, MI 48034 Person

| (City) | (State) | (Zip) Tab | le I - Non-l | Derivative Se | curitie | es Acquir | ed, Disposed of, | or Beneficially | y Owned |
|--------------------------------------|--------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------------------------------------------|---------------|------------------|-----------------------------------------------------|-------------------------------------------------------------|--------------------------------------------|------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | 5. Amount of Securities Beneficially Owned | 6. Ownership Form: Direct (D) | 7. Nature of Indirect Beneficial Ownership | |
| | | (Month Day/ Tear) | Code V | Amount | (A) or (D) | Price | Following Reported Transaction(s) (Instr. 3 and 4) | or Indirect (I) (Instr. 4) | (Instr. 4) |
| Common Stock | 01/31/2006 | | M <u>(1)</u> | 556.7929 | A | <u>(1)</u> | 556.7929 | D | |
| Common Stock | 01/31/2006 | | D | 556.7929 | D | \$ 25.48 | 0 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transactio Code (Instr. 8) | 5. Number of Derivative onSecurities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and A Underlying So (Instr. 3 and 4 |
|-----------------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|----------------------------------------|----------------------------------------------------------------------------------------------------|----------|----------------------------------------------------------|--------------------|----------------------------------------------------|
| | Security | | | | | | Date Exercisable | Expiration Date | Title |
| 2006 Restricted | <u>(2)</u> | 01/31/2006 | | Code V A | (A) 3,532.1821 | (D) | <u>(3)</u> | (3) | Common Stock |
| Units 2005 Restricted | <u>(2)</u> | 01/31/2006 | | M(1) | | 556.7929 | <u>(4)</u> | <u>(4)</u> | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|-----------------------------------------------------------------|---------------|-----------|---------------|--|--|--|
| | Director | 10% Owner | Officer Other | | | |
| BINGAMAN ANNE K 21557 TELEGRAPH ROAD SOUTHFIELD, MI 48034 | X | | | | | |

Signatures

/s/ Karen Rosbury, as attorney-in-fact 02/02/2006

**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) Each of the 2005 Restricted Units is the economic equivalent of one share of Lear Corporation common stock. On January 31, 2006, the first tranche of the 2005 Restricted Units vested and settled for cash.
- (2) Each restricted unit is equal in value to one share of Lear Corporation common stock.
- The 2006 Restricted Units were granted under the Lear Corporation Outside Directors Plan and generally vest and settle in cash ratably over a three-year period on each of the first three anniversaries of the grant date. Ms. Bingaman has elected to defer 100% of amounts payable upon vesting of the 2006 Restricted Units, with 100% of such amounts credited to his deferred stock unit account on each such vesting date.
- The 2005 Restricted Units were granted on January 31, 2005 under the Lear Corporation Outside Directors Plan and generally vest and settle in cash ratably over a three-year period on each of the first three anniversaries of the grant date. Ms. Bingaman has elected to defer 100% of amounts payable upon vesting of the second and third tranches of the 2005 Restricted Units, with 100% of such amounts credited to her deferred stock unit account on each such vesting date.

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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