LEAR CORP Form SC 13D/A July 18, 2007

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### **SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. 5)\*

#### **Lear Corporation**

(Name of Issuer)

Common Stock, Par Value \$.01 (Title of Class of Securities)

521865105

(CUSIP Number)

Marc Weitzen, Esq.
General Counsel
Icahn Associates Corp. & affiliated companies
767 Fifth Avenue, 47th Floor
New York, New York 10153
(212) 702-4388

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 16, 2007

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box O.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) High River Limited Partnership		
2.	Check the Appropriate (a) (b)	e Box if a Member of a Group (See Instructions)  o o	
3.	SEC Use Only		
4.	Source of Funds (See Instructions) WC		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6.	Citizenship or Place of Organization Delaware		
Number of Shares Beneficially Owned by	7.	Sole Voting Power 659,860	
	8.	Shared Voting Power 0	
Each Reporting Person With	9.	Sole Dispositive Power 659,860	
	10.	Shared Dispositive Power 0	
11.	Aggregate Amount Bo	eneficially Owned by Each Reporting Person	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 0		
13.	Percent of Class Represented by Amount in Row (11) 0.86%		
14.	Type of Reporting Per PN	rson (See Instructions)	
2			

SCHEDULE 13D

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Hopper Investments LLC		
2.	Check the Appropriate (a) (b)	e Box if a Member of a Group (See Instructions) o o	
3.	SEC Use Only		
4.	Source of Funds (See Instructions)		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6.	Citizenship or Place o Delaware	f Organization	
	7.	Sole Voting Power 0	
Number of Shares Beneficially Owned by	8.	Shared Voting Power 659,860	
Each Reporting Person With	9.	Sole Dispositive Power 0	
	10.	Shared Dispositive Power 659,860	
11.	Aggregate Amount Be 659,860	eneficially Owned by Each Reporting Person	
12.	Check if the Aggregat	e Amount in Row (11) Excludes Certain Shares (See Instructions) 0	
13.	Percent of Class Represented by Amount in Row (11) 0.86%		
14.	Type of Reporting Per OO	rson (See Instructions)	
3			

SCHEDULE 13D

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Koala Holding Limited Partnership		
2.	Check the Appropria (a) (b)	te Box if a Member of a Group (See Instructions) o o	
3.	SEC Use Only		
4.	Source of Funds (See Instructions)		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6.	Citizenship or Place of Organization Delaware		
	7.	Sole Voting Power 1,739,131	
Number of Shares Beneficially	8.	Shared Voting Power 0	
Owned by Each Reporting Person With	9.	Sole Dispositive Power 1,739,131	
2 013011	10.	Shared Dispositive Power 0	
11.	Aggregate Amount B	Beneficially Owned by Each Reporting Person	
12.	Check if the Aggrega	ate Amount in Row (11) Excludes Certain Shares (See Instructions) o	
13.	Percent of Class Represented by Amount in Row (11) 2.26%		
14.	Type of Reporting Po	erson (See Instructions)	
4			

CUSIP No.	521865105	SCHEDULE 13D	
1.	· -	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Koala Holding GP Corp.	
2.	Check the Appropriate Bo (a) (b)	x if a Member of a Group (See Instructions)  o o	
3.	SEC Use Only		
4.	Source of Funds (See Instr	Source of Funds (See Instructions)	
5.	Check if Disclosure of Leg	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o	
6.	6. Citizenship or Place of Organization Delaware		
	7.	Sole Voting Power 0	
Number of Shares Beneficially Owned by Each Reporting Person With	8.	Shared Voting Power 1,739,131	
	9.	Sole Dispositive Power 0	
	10.	Shared Dispositive Power 1,739,131	
11	Aggregate Amount Benefi 1,739,131	Aggregate Amount Beneficially Owned by Each Reporting Person 1,739,131	
12	Check if the Aggregate Ar	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) O	
13	Percent of Class Represen 2.26%	Percent of Class Represented by Amount in Row (11) 2.26%	
14	. Type of Reporting Person CO	(See Instructions)	
_			

CUSIP No.	521865105	SCHEDULE 13D
1.	Names of Reporting Perso Barberry Corp.	ns. I.R.S. Identification Nos. of above persons (entities only)
2.		x if a Member of a Group (See Instructions)
	(a) (b)	0 0
3.	SEC Use Only	
	-	
4.	Source of Funds (See Instr	ructions)
5.	Check if Disclosure of Leg	gal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6.	Citizenship or Place of Org Delaware	ganization
	7.	Sole Voting Power 0
Number of Shares Beneficially Owned by Each Reporting Person With	8.	Shared Voting Power 2,734,561
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 2,734,561
11	. Aggregate Amount Benefi 2,734,561	cially Owned by Each Reporting Person
12	Check if the Aggregate An	nount in Row (11) Excludes Certain Shares (See Instructions) O
13	Percent of Class Represent 3.55%	ted by Amount in Row (11)
14	Type of Reporting Person CO	(See Instructions)

CUSIP No.	521865105	SCHEDULE 13D		
1.		Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Icahn Partners Master Fund LP		
2.	Check the Appropriate Box (a) (b)	x if a Member of a Group (See Instructions) o o		
3.	SEC Use Only			
4.	Source of Funds (See Instr WC	ructions)		
5.	Check if Disclosure of Leg	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6.	Citizenship or Place of Org Cayman Islands	ganization		
	7.	Sole Voting Power 5,526,235		
Number of Shares Beneficially Owned by	8.	Shared Voting Power 0		
Each Reporting Person With	9.	Sole Dispositive Power 5,526,235		
	10.	Shared Dispositive Power 0		
11	. Aggregate Amount Benefi 5,526,235	Aggregate Amount Beneficially Owned by Each Reporting Person 5,526,235		
12	Check if the Aggregate An	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 0		
13	Percent of Class Represent 7.18%	ted by Amount in Row (11)		
14	. Type of Reporting Person PN	(See Instructions)		

SCHEDULE 13D

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Icahn Offshore LP			
2.	Check the Appropriat (a) (b)	e Box if a Member of a Group (See Instructions) o o		
3.	SEC Use Only			
4.	Source of Funds (See	Source of Funds (See Instructions)		
5.	Check if Disclosure o	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6.	Citizenship or Place of Organization Delaware			
	7.	Sole Voting Power 0		
Number of Shares Beneficially Owned by	8.	Shared Voting Power 5,526,235		
Each Reporting Person With	9.	Sole Dispositive Power 0		
reison with	10.	Shared Dispositive Power 5,526,235		
11.	Aggregate Amount Bound 5,526,235	eneficially Owned by Each Reporting Person		
12.	Check if the Aggregat	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) O		
13.	Percent of Class Repr 7.18%	Percent of Class Represented by Amount in Row (11) 7.18%		
14.	Type of Reporting Pe PN	rson (See Instructions)		
8				

SCHEDULE 13D

1.		Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) CCI Offshore Corp.	
2.	Check (a) (b)	the Appropriate I	Box if a Member of a Group (See Instructions)  o o
3.	SEC U	Jse Only	
4.	Source	e of Funds (See In	structions)
5.	Check	if Disclosure of I	Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6.		Citizenship or Place of Organization Delaware	
		7.	Sole Voting Power 0
Number of Shares Beneficially Owned by		8.	Shared Voting Power 5,526,235
Each Reporting Person With		9.	Sole Dispositive Power 0
. •10011		10.	Shared Dispositive Power 5,526,235
11	. Aggreg	-	eficially Owned by Each Reporting Person
12	· Check	if the Aggregate	Amount in Row (11) Excludes Certain Shares (See Instructions) O
13	. Percen 7.18%	_	ented by Amount in Row (11)
14	. Type o	of Reporting Perso	on (See Instructions)
9			

SCHEDULE 13D

CUSIP No. 521865105

1.	Names of Reporting I Icahn Partners LF	Persons. I.R.S. Identification Nos. of above persons (entities only)
2.	Check the Appropriat (a) (b)	te Box if a Member of a Group (See Instructions)  o o
3.	SEC Use Only	
4.	Source of Funds (See WC	Instructions)
5.	Check if Disclosure of	of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6.	Citizenship or Place of Delaware	of Organization
Number of	7.	Sole Voting Power 4,069,718
Number of Shares Beneficially Owned by	8.	Shared Voting Power 0
Each Reporting Person With	9.	Sole Dispositive Power 4,069,718
	10.	Shared Dispositive Power 0
11.	Aggregate Amount B 4,069,718	eneficially Owned by Each Reporting Person
12.	Check if the Aggrega	te Amount in Row (11) Excludes Certain Shares (See Instructions) O
13.	Percent of Class Repr 5.29%	resented by Amount in Row (11)
14.	Type of Reporting Pe PN	erson (See Instructions)
10		

SCHEDULE 13D

1.	Names of Reporting Pe Icahn Onshore LP	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Icahn Onshore LP	
2.	Check the Appropriate (a) (b)	Box if a Member of a Group (See Instructions) o o	
3.	SEC Use Only		
4.	Source of Funds (See I	nstructions)	
5.	Check if Disclosure of	Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o	
6.	Citizenship or Place of Delaware	Organization	
	7.	Sole Voting Power 0	
Number of Shares Beneficially Owned by	8.	Shared Voting Power 4,069,718	
Each Reporting Person With	9.	Sole Dispositive Power 0	
· • • • • • • • • • • • • • • • • • • •	10.	Shared Dispositive Power 4,069,718	
11.	Aggregate Amount Ber 4,069,718	neficially Owned by Each Reporting Person	
12.	Check if the Aggregate	e Amount in Row (11) Excludes Certain Shares (See Instructions) O	
13.	Percent of Class Repre 5.29%	sented by Amount in Row (11)	
14.	Type of Reporting Person	son (See Instructions)	
11			

SCHEDULE 13D

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) CCI Onshore Corp.			
2.	Check the Appropriat	e Box if a Member of a Group (See Instructions)		
	(a) (b)	o o		
3.	SEC Use Only			
4.	Source of Funds (See	Instructions)		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o			
6.	Citizenship or Place of Delaware	Citizenship or Place of Organization Delaware		
	7.	Sole Voting Power 0		
Number of Shares Beneficially Owned by	8.	Shared Voting Power 4,069,718		
Each Reporting Person With	9.	Sole Dispositive Power 0		
- <b>-</b>	10.	Shared Dispositive Power 4,069,718		
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 4,069,718			
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o			
13.	Percent of Class Represented by Amount in Row (11) $5.29\%$			
14.	Type of Reporting Pe	rson (See Instructions)		
12				

SCHEDULE 13D

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) AREP Car Holdings Corp.		
2.	Check the Appropriat (a) (b)	e Box if a Member of a Group (See Instructions)  o o	
3.	SEC Use Only		
4.	Source of Funds (See Instructions)		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6.	Citizenship or Place of Delaware	of Organization	
	7.	Sole Voting Power 335,570	
Number of Shares Beneficially Owned by	8.	Shared Voting Power 0	
Each Reporting Person With	9.	Sole Dispositive Power 335,570	
reison with	10.	Shared Dispositive Power 0	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 335,570		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) O		
13.	Percent of Class Represented by Amount in Row (11) $0.44\%$		
14.	Type of Reporting Pe CO	rson (See Instructions)	
13			

CUSIP No.	521865	.1865105 SCHEDULE 13D				
1.		Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) American Real Estate Holdings Limited Partnership				
2.		Check the Appropriate Box if a Member of a Group (See Instructions)				
		(a)		0		
		(b)		0		
3.		SEC Use Only				
4.		Source of Funds (See Instructions)				
5.		Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o				
6.		Citizenship or Place of Organization Delaware				
			7.	Sole Voting Power 0		
Number of			8.	Shared Voting Power		
Shares Beneficially			0.	335,570		
Owned by				333,570		
Each			9.	Sole Dispositive Power		
Reporting Person With				0		
Person with	l		10.	Shared Dispositive Power		
			10.	335,570		
11		Aggregate Amount Beneficially Owned by Each Reporting Person 335,570				
12	2.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 0				
13		Percent of Class Represented by Amount in Row (11) $0.44\%$				
14		Type of Reporting Person (See Instructions) PN				

Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

SCHEDULE 13D

CUSIP No. 521865105

1.

	American Property Investors, Inc.					
2.	Check the Appropriate Box (a) (b)	o o				
3.	SEC Use Only					
4.	Source of Funds (See Instructions)					
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o					
6.	Citizenship or Place of Organization Delaware					
	7.	Sole Voting Power 0				
Number of Shares Beneficially Owned by	8.	Shared Voting Power 335,570				
Each Reporting Person With	9.	Sole Dispositive Power 0				
	10.	Shared Dispositive Power 335,570				
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 335,570					
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o					
13.	Percent of Class Represented by Amount in Row (11) $0.44\%$					
14.	Type of Reporting Person (See Instructions) CO					
15						

SCHEDULE 13D

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Beckton Corp.				
2.	Check the Appropriat (a) (b)	e Box if a Member of a Group (See Instructions) o o			
3.	SEC Use Only				
4.	Source of Funds (See Instructions)				
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o				
6.	6. Citizenship or Place of Organization Delaware				
	7.	Sole Voting Power 0			
Number of Shares Beneficially Owned by	8.	Shared Voting Power 335,570			
Each Reporting Person With	9.	Sole Dispositive Power 0			
reison with	10.	Shared Dispositive Power 335,570			
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 335,570				
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) O				
13.	Percent of Class Represented by Amount in Row (11) $0.44\%$				
14.	Type of Reporting Person (See Instructions) CO				
16					

CUSIP No. 521865105 SCHEDULE 13D

1.