

LEAR CORP
Form 4
July 18, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ICAHN CARL C ET AL

(Last) (First) (Middle)

C/O ICAHN ASSOCIATES
CORP., 767 FIFTH AVENUE, 47TH
FLOOR

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LEAR CORP [LEA]

3. Date of Earliest Transaction
(Month/Day/Year)
07/16/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)

See footnotes 1-5

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share ("Common Stock")	07/16/2007		J ⁽⁶⁾	V	\$ 335,570 A 37.25 <u>(6)</u>	12,330,514 I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474
(9-02)

number.

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. Transaction Code (Instr. 8)	5. Number of 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ICAHN CARL C ET AL C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVENUE, 47TH FLOOR NEW YORK, NY 10153		X		See footnotes 1-5
HIGH RIVER LIMITED PARTNERSHIP C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVENUE, 47TH FLOOR NEW YORK, NY 10153		X		See footnotes 1-5
KOALA HOLDING LLC C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVENUE, 47TH FLOOR NEW YORK, NY 10153		X		See footnotes 1-5
Icahn Partners Master Fund LP C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVENUE, 47TH FLOOR NEW YORK, NY 10153		X		See footnotes 1-5
ICAHN PARTNERS LP C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVENUE, 47TH FLOOR NEW YORK, NY 10153		X		See footnotes 1-5
AMERICAN REAL ESTATE HOLDINGS L P C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVENUE, 47TH FLOOR		X		See footnotes 1-5

NEW YORK, NY 10153

Signatures

/s/ Carl C. Icahn

07/18/2007

**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).

High River Limited Partnership ("High River") directly beneficially owns 659,860 shares of Common Stock, Koala Holding LP ("Koala") directly beneficially owns 1,739,131 shares of Common Stock, Icahn Partners LP ("Icahn Partners") directly beneficially owns 4,069,718 shares of Common Stock, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 5,526,235 shares of Common Stock, and AREP Car Holdings Corp. ("AREP Car") directly beneficially owns 335,570 shares of Common Stock. Barberry Corp. ("Barberry") is the sole member of Hopper Investments LLC ("Hopper") and the sole stockholder of Koala Holding GP Corp. ("Koala GP"). Hopper is the general partner of High River and Koala GP is the general partner of Koala. CCI Onshore Corp. ("CCI Onshore") is the general partner of Icahn Onshore LP ("Icahn Onshore"), which is the general partner of Icahn Partners.

- (1) CCI Offshore Corp. ("CCI Offshore") is the general partner of Icahn Offshore LP ("Icahn Offshore"), which is the general partner of Icahn Master. Beckton Corp. ("Beckton") is the sole stockholder of American Property Investors, Inc. ("API"), which is the general partner of each of American Real Estate Partners, L.P. ("AREP") and American Real Estate Holdings Limited Partnership ("AREH").
- (2) Carl C. Icahn is the indirect holder of approximately 90% of the outstanding depositary units of AREP. AREP holds a 99% limited partnership interest in AREH and AREH is the sole stockholder of AREP Car. Barberry, CCI Onshore, CCI Offshore and Beckton are 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by all of the foregoing entities.

- (3) The foregoing entities, together with Mr. Icahn, are sometimes referred to collectively in this Form 3 as the "Reporting Persons." Each of Hopper and Barberry, by virtue of their relationship to High River, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the shares of Common Stock which High River owns. Each of Hopper and Barberry disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein. Barberry, by virtue of its relationship to Koala, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the shares of Common Stock which Koala owns. Barberry disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.

- (4) Each of Icahn Onshore and CCI Onshore, by virtue of their relationship to Icahn Partners, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the shares of Common Stock which Icahn Partners owns. Each of Icahn Onshore and CCI Onshore disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein. Each of Icahn Offshore and CCI Offshore by virtue of their relationship to Icahn Master, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the shares of Common Stock which Icahn Master owns. Each of Icahn Offshore and CCI Offshore disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

- (5) Each of AREH, API and Beckton, by virtue of their relationship to AREP Car, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the shares of Common Stock which AREP Car owns. Each of AREH, API and Beckton disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein. Mr. Icahn, by virtue of his relationship to Barberry, Hopper, High River, Koala, CCI Onshore, Icahn Onshore, Icahn Partners, CCI Offshore, Icahn Offshore, Icahn Master, Beckton, API, AREH and AREP Car, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the shares of Common Stock which High River, Koala, Icahn Partners, Icahn Master and AREP Car own. Mr. Icahn disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (6) On July 16, 2007, the Agreement and Plan of Merger, dated as of February 9, 2007, as amended, by and among Lear, AREP Car and AREP Car Acquisition Corp., terminated automatically pursuant to its terms because the requisite vote of Lear's shareholders in favor of the proposed merger contemplated thereby was not obtained prior to 5:00 p.m., Eastern Time, on July 16, 2007, thereby entitling AREP Car to receive, among other things, 335,570 shares of Common Stock valued at \$37.25 per share.

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.