

LEAR CORP
Form 3
May 19, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Brackenbury James M</p> <p>(Last) (First) (Middle)</p> <p>21557 TELEGRAPH ROAD</p> <p>(Street)</p> <p>SOUTHFIELD,Â MIÂ 48034</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/11/2006</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>LEAR CORP [LEA]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Pres, N.A. Seating Operations</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 2,136 | D | Â |
| Common Stock | 1,116.6129 | I | in 401k account |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Restricted Stock Units | Â (1) | Â (1) | Common Stock | 1,015.23 | \$ (2) | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 1,798.1 | \$ (2) | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Common Stock | 1,728.47 | \$ (2) | D | Â |
| Restricted Stock Units | Â (5) | Â (5) | Common Stock | 8,640 | \$ (2) | D | Â |
| Restricted Stock Units | Â (6) | Â (6) | Common Stock | 9,500 | \$ (2) | D | Â |
| Restricted Stock Units | Â (7) | Â (7) | Common Stock | 4,500 | \$ (2) | D | Â |
| Stock Appreciation Rights | Â (8) | 11/10/2012 | Common Stock | 40,500 | \$ 27.74 | D | Â |
| Options (Right to Buy) | 05/12/2001 | 05/12/2008 | Common Stock | 2,000 | \$ 54.22 | D | Â |
| Options (Right to Buy) | 06/14/2005 | 06/14/2012 | Common Stock | 10,000 | \$ 41.83 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brackenbury James M 21557 TELEGRAPH ROAD SOUTHFIELD, MI 48034 | Â | Â | Â Pres, N.A. Seating Operations | Â |

Signatures

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

05/19/2006

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 restricted stock units were accrued on March 15, 2004 under the Lear Corporation Management Stock Purchase Plan pursuant to a deferred compensation election. Generally, units settle approximately three years from the date of grant; however, a participant may elect to defer settlement of units beyond three years. Mr. Brackenbury has not, as of the date of this filing, elected to defer settlement of his 2004 units beyond 2007.

(2) 1-for-1

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(3) The restricted stock units were accrued on March 15, 2005 under the Lear Corporation Management Stock Purchase Plan pursuant to a deferred compensation election. Generally, units settle approximately three years from the date of grant; however, a participant may elect to defer settlement of units beyond three years. Mr. Brackenbury has not, as of the date of this filing, elected to defer settlement of his 2005 units beyond 2008.

(4) The restricted stock units were accrued on March 15, 2006 under the Lear Corporation Management Stock Purchase Plan pursuant to a deferred compensation election. Generally, units settle approximately three years from the date of grant; however, a participant may elect to defer settlement of units beyond three years. Mr. Brackenbury has not, as of the date of this filing, elected to defer settlement of his 2006 units beyond 2009.

(5) The restricted stock units were granted on November 13, 2003 under the Lear Corporation Long-Term Stock Incentive Plan. One-half of the units vest and settle three years from the date of grant, and one-half of the units vest and settle five years from the date of grant.

(6) The restricted stock units were granted on November 11, 2004 under the Lear Corporation Long-Term Stock Incentive Plan. One-half of the units vest and settle three years from the date of grant, and one-half of the units vest and settle five years from the date of grant.

(7) The restricted stock units were granted on November 10, 2005 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.

(8) The Stock Appreciation Rights (SARs) were granted on November 10, 2005 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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