

LEAR CORP

Form 4

November 03, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

C/O ICAHN ASSOCIATES
CORP., 767 FIFTH AVE., SUITE
4700

(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)
11/03/2008

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 ____X__ Other (specify
below) below)
see footnotes 1 - 7

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share ("Common Stock")	11/03/2008		S		8,500,000	D	\$ 1.9
					3,830,515	I	

see
footnotes
1 - 7 (1) (2)
(3) (4) (5) (6)
(7)

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

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information contained in this form are not
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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ICAHN CARL C C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153	X see footnotes 1 - 7
HIGH RIVER LIMITED PARTNERSHIP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601	see footnotes 1 - 7
KOALA HOLDING LLC 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601	see footnotes 1 - 7
ICAHN PARTNERS MASTER FUND LP C/O WALKER HOUSE 87 MARY STREET GEORGE TOWN, GRAND CAYMAN, E9 KY1-9001	see footnotes 1 - 7
ICAHN PARTNERS LP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601	see footnotes 1 - 7
AREP CAR HOLDINGS CORP. 445 HAMILTON AVENUE SUITE 1210	see footnotes 1 - 7

WHITE PLAINS, NY 10601

Signatures

CARL C.
ICAHN

11/03/2008

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) High River Limited Partnership ("High River") directly beneficially owns 659,860 shares of Common Stock, Koala Holding LP ("Koala") directly beneficially owns 247,745 shares of Common Stock, Icahn Partners LP ("Icahn Partners") directly beneficially owns 1,228,028 shares of Common Stock, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 1,567,926 shares of Common Stock, and AREP Car Holdings Corp. ("AREP Car") directly beneficially owns 126,956 shares of Common Stock.

(2) 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. Icahn Onshore LP ("Icahn Onshore") is the general partner of Icahn Partners and Icahn Offshore LP ("Icahn Offshore") is the general partner of Icahn Master. Icahn Capital LP ("Icahn Capital") is the general partner of each of Icahn Onshore and Icahn Offshore. IPH GP LLC ("IPH") is the general partner of Icahn Capital.

(3) Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of each of Icahn Enterprises L.P. ("IEP") and Icahn Enterprises Holdings L.P. ("IEP Holdings"). Carl C. Icahn is the indirect holder of approximately 91% of the outstanding depositary units representing limited partnership interests in IEP. IEP is the sole limited partner of IEP Holdings, which is the sole member of IPH and the sole stockholder of AREP Car. Carl C. Icahn is the sole stockholder of each of Barberry and Beckton. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by all of the foregoing entities.

(4) Each of Hopper, Barberry and Mr. Icahn, 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, Barberry and Mr. Icahn disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein. Each of Koala GP, Barberry and Mr. Icahn, by virtue of their 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. Each of Koala GP, Barberry and Mr. Icahn disclaim beneficial ownership of such shares except to the extent of its pecuniary interest therein.

(5) Each of Icahn Onshore, Icahn Capital, IPH, IEP Holdings, IEP GP, Beckton and Mr. Icahn, 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, Icahn Capital, IPH, IEP Holdings, IEP GP, Beckton and Mr. Icahn disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(6) Each of Icahn Offshore, Icahn Capital, IPH, IEP Holdings, IEP GP, Beckton and Mr. Icahn, 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, Icahn Capital, IPH, IEP Holdings, IEP GP, Beckton and Mr. Icahn disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(7) Each of IEP Holdings, IEP GP, Beckton and Mr. Icahn, 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 IEP Holdings, IEP GP, Beckton and Mr. Icahn disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

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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