Orsini Fran	nk C								
Form 5									
February 1	3, 2012								
FOR	M 5					OMB A	APPROVAL		
		STATES SE	CURITIES A	ND EXCHANGE	COMMISSION	OMB Number:	3235-0362		
	his box if			January 31,					
no long to Section	er subject		Expires:	2005					
Form 4	or Form ANI		ATEMENT OF CHANGES IN BENEFICIAL				Estimated average burden hours per		
U	5 obligations OWNERSHIP OF SECURITIES may continue.						response 1.0		
See Inst	ruction			Constitute French and	A	·			
1(b). Form 3	·			e Securities Exchan	•	_			
Reporte	d Section 17			ing Company Act of 19		1			
Form 4 Transac	tions	30(11) 01 1		Company Act of 19	40				
Reporte									
	Address of Reporting		ssuer Name and T	icker or Trading	5. Relationship of	Reporting Pe	erson(s) to		
Orsini Frank C			nbol	Г А Л	Issuer				
			AR CORP [LE	-	(Chec	le)			
(Last)	(First)			r's Fiscal Year Ended					
			onth/Day/Year) /31/2011		Director X Officer (give		% Owner her (specify		
21557 TELEGRAPH ROAD			51/2011		below)	below)			
					Interim	PMS			
	(Street)	4. I	f Amendment, Dat	te Original	6. Individual or Jo	int/Group Re	porting		
		File	iled(Month/Day/Year)				!:!		
					(chech	c applicable lin	e)		
SOUTHE	ELD, MI 4803	33							
5001111		55			_X_ Form Filed by				
					Form Filed by M Person	lore than One	Reporting		
(City)	(State)	(Zip)	Table I - Non-Do	erivative Securities Ac	auired. Disposed of	or Benefici	ally Owned		
1.Title of	2. Transaction Date	24 Deamad	3.	4. Securities		. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date				Form: Direct	Indirect		
(Instr. 3)	· · · ·	any	Code	Disposed of (D)	Beneficially (D) or	Beneficial		

Fiscal Year or (Instr. 3 and 4) Amount (D) Price

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

(Month/Day/Year)

(Instr. 8)

Persons who respond to the collection of information SEC 2270 contained in this form are not required to respond unless (9-02)the form displays a currently valid OMB control number.

Owned at end

of Issuer's

Indirect (I)

(Instr. 4)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securities	Γ
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(

(Instr. 3, 4 and 5)

(A)

Ownership

(Instr. 4)

	Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)						
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	Â	10/24/2011	Â	A4	3,037	Â	(2)	(2)	Common Stock	3,037

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
Orsini Frank C 21557 TELEGRAPH ROAD SOUTHFIELD, MI 48033	Â	Â	Interim President, EPMS	Â
Signatures				
/s/ Karen Crittenden, as attorney-in-fact		02/13/2	011	
**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) Converts into common stock on a 1-for-1 basis
- (2) The restricted stock units were granted on October 24, 2011, under the Lear Corporation 2009 Long-Term Stock Incentive Plan. The stock units vest and settle in common stock on the second anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.