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SEC 1474
(9-02)

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 Security (Instr. 3 and 4)		
					Code	V	(A)	(D)		Date Exercisable	Expiration Date
Restricted Stock Units	(2)	03/15/2005		A		3,804.74		(3)	(3)	Common Stock	3
Restricted Stock Units	(2)	03/15/2005		M ⁽¹⁾		1,662		03/15/2005	03/15/2005	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEBBINS DONALD J 21557 TELEGRAPH ROAD SOUTHFIELD, MI 48034			Pres & Chief OO-Europe, Asia &	

Signatures

/s/ Karen Rosbury, as attorney-in-fact
03/15/2005

__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) Settlement of Restricted Stock Units which were granted in 2002 under the Lear Corporation Management Stock Purchase Plan pursuant to a deferred compensation election.
- (2) Converts into common stock on a 1-for-1 basis
The restricted stock units were accrued 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. Stebbins has not, as of the date of this filing, elected to defer settlement of his 2005 units beyond 2008.
- (3)
- (4) 2,159.61 units were credited at a price of \$48.62 per unit and 1,645.13 units were credited at a price of \$42.55 per unit

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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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.