

LEAR CORP
Form 4
November 15, 2006

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

OMB APPROVAL

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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 *
PZENA INVESTMENT
MANAGEMENT LLC

(Last) (First) (Middle)

120 WEST 45TH STREET, 20TH
FL

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

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

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

11/13/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

Form filed by One Reporting Person
 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	11/14/2006		J ⁽¹⁾		4,225	D	\$ 139,323.97	7,872,854	I	Beneficial ownership held through client accounts. ⁽²⁾
Common Stock	11/13/2006		J		640,750	D	\$ 21,482,148.46	7,872,854	I	Beneficial ownership held through client

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- Pzena Investment Management ("PIM"), an investment adviser registered under the Investment Adviser's Act of 1940, has dispositive power over the shares of the common stock reported herein pursuant to investment advisory contract with its clients. PIM disclaims
- (3) beneficial ownership of the reported securities except to the extent of its pecuniary interest therein. PIM no longer considers itself ineligible to rely on the exemption provided by Rule 16a-1 (a) (1) for such securities and thus will no longer be making filings under Section 16 of the Act.

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.