

LEAR CORP  
Form S-8  
November 03, 2006

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**As filed with the Commission on November 3, 2006**

**Registration No. 333-\_\_\_\_\_**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**LEAR CORPORATION**

(exact name of registrant as specified in its charter)

Delaware  
(State of other jurisdiction of  
incorporation or organization)

13-3386776  
(I.R.S. Employer  
Identification No.)

21557 Telegraph Road  
Southfield, Michigan  
(Address of principal executive offices)

48086-50085  
(zip code)

**Lear Corporation Long-Term Stock Incentive Plan**

(Full Title of the Plan)

**Daniel A. Ninivaggi  
Executive Vice President, Secretary and General Counsel**

**Lear Corporation  
21557 Telegraph Road  
Southfield, Michigan 48034**

(Name and address of agent for service)

**(248) 447-1500**

(Telephone number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered (1)</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum offering price (2)</b>	<b>Amount of registration fee</b>
Common Stock, \$.01 par value	3,000,000 shares	\$ 30.205	\$ 90,615,000	\$ 9,696

(1) Pursuant to Rule 416(a), this Registration Statement shall be deemed to cover any additional shares of Lear Corporation common stock, par value \$.01 ( Common Stock ), which may be issuable under the Lear Corporation Long-Term Stock Incentive Plan.

- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h) on the basis of the average high and low prices reported for shares of Common Stock on the New York Stock Exchange Composite Tape on October 30, 2006, which was \$30.205.
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Opinion of Winston & Strawn LLP

Consent of Ernst & Young LLP

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**EXPLANATORY NOTE**

Pursuant to General Instruction E of Form S-8, this Registration Statement registers an additional 3,000,000 shares of common stock, par value \$.01 of Lear Corporation that may be awarded under the Company's Long-Term Stock Incentive Plan, as amended.

**PART II**

**INFORMATION REQUIRED IN THIS REGISTRATION STATEMENT**

The contents of the Registration Statement on Form S-8 as filed on November 19, 1996, Registration Statement No. 333-16413, as amended, are incorporated by reference into this Registration Statement.

**Item 8. Exhibits**

<b>Exhibit Number</b>	<b><u>Description</u></b>
5.1	Opinion of Winston & Strawn LLP as to the legality of the securities being registered
23.1	Consent of Ernst & Young LLP
23.2	Consent of Winston & Strawn LLP (included in their opinion filed as Exhibit 5.1)
24.1	Powers of Attorney (included on the signature page hereof)

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Southfield, Michigan on the 3rd day of November, 2006.

LEAR CORPORATION

By: /s/ Daniel A. Ninivaggi  
 Daniel A. Ninivaggi  
 Executive Vice President, Secretary and  
 General Counsel

**KNOW ALL MEN BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints James H. Vandenberghe and Daniel A. Ninivaggi and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all said attorneys-in-fact and agents, or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Robert E. Rossiter Robert E. Rossiter	Chairman and Chief Executive Officer, Director (Principal Executive Officer)	November 3, 2006
/s/ James H. Vandenberghe James H. Vandenberghe	Vice Chairman and Chief Financial Officer, Director (Principal Financial Officer)	November 3, 2006
/s/ Matthew J. Simoncini Matthew J. Simoncini	Senior Vice President, Operational Finance (Principal Accounting Officer)	November 3, 2006
/s/ David E. Fry David E. Fry	Director	November 3, 2006
/s/ Conrad L. Mallett, Jr. Conrad L. Mallett, Jr.	Director	November 3, 2006
/s/ Larry W. McCurdy Larry W. McCurdy	Director	

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Larry W. McCurdy		November 3, 2006
/s/ Roy E. Parrott	Director	November 3, 2006
Roy E. Parrott		
/s/ David P. Spalding	Director	November 3, 2006
David P. Spalding		
/s/ James A. Stern	Director	November 3, 2006
James A. Stern		
/s/ Henry D.G. Wallace	Director	November 3, 2006
Henry D.G. Wallace		
/s/ Richard F. Wallman	Director	November 3, 2006
Richard F. Wallman		

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