

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |           |              |   |  |  |  |  |  |
|--|-----------|--------------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>DiDonato Thomas A</u> |           |              | 2. Issuer Name and Ticker or Trading Symbol<br><u>LEAR CORP [ LEA ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br><u>Sr VP, Chief Admin Officer</u> |  |  |
| (Last)   | (First)   | (Middle)     | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/02/2023</u>   |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person  |  |  |
| <u>21557 TELEGRAPH ROAD</u>  |           |              | 4. If Amendment, Date of Original Filed (Month/Day/Year)                |  |  |  |  |  |
| (Street)   | <u>MI</u> | <u>48033</u> |   |  |  |  |  |  |
| (City)   | (State)   | (Zip)        |   |  |  |  |  |  |

**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                    | 01/02/2023                           |  | M                              |   | 2,848   | A          | \$0.00 <sup>(1)</sup> | 2,848   | D  |   |
| Common Stock                    | 01/02/2023                           |  | F <sup>(2)</sup>               |   | 1,308   | D          | \$124.02              | 1,540   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |                       | 20,000  | I  | by GRAT   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)   | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Restricted Stock Units                     | <sup>(3)</sup>   | 01/02/2023                           |  | M                              |   |  | 2,848 | <sup>(3)</sup>   | <sup>(3)</sup>  | Common Stock  | 2,848                                      | \$0.00   | 0   | D  |       |

**Explanation of Responses:**

- The restricted stock units vested and settled in common stock on January 2, 2023.
- Shares withheld by the Company to satisfy tax withholding requirements.
- Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis. The restricted stock units were granted on January 2, 2020 and vested in full on the third anniversary of the grant date.

**Remarks:**

/s/ Karen Crittenden, as 01/04/2023  
Attorney-in-Fact

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.