

LEAR CORP  
Form S-8 POS  
November 03, 2006

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**As filed with the Securities and Exchange Commission on November 3, 2006**

**Registration No. 333-16413**

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 3**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

**Under**

**The Securities Act of 1933**

**LEAR CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

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

21557 Telegraph Road  
Southfield, Michigan  
(Address of Principal Executive Offices)

48086-5008  
(Zip Code)

Lear Corporation Long-Term Stock Incentive Plan  
(Full Title of the Plan)

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

21557 Telegraph Road  
Southfield, Michigan 48086-5008  
(Name and Address of Agent for Service)  
(248) 447-1500

(Telephone Number, Including Area Code, of Agent for Service)

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Long Term Stock Incentive Plan

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**EXPLANATORY NOTE**

In March 2006, the Compensation Committee of the Board of Directors of Lear Corporation, a Delaware corporation (the Registrant ), approved an amendment to the Lear Corporation Long-Term Stock Incentive Plan (the Plan ). The Registrant s stockholders subsequently approved the amendment of the Plan on May 11, 2006. The purpose of the amendment of the Plan was, among other things, to increase the number of shares of common stock of the Registrant reserved thereunder by 3,000,000, from 11,690,000 plus any shares that are or become available on or after May 3, 2001 under the Lear Corporation 1992, 1994 and 1996 stock option plans to 14,690,000 plus any shares that are or become available on or after May 3, 2001 under the Lear Corporation 1994 and 1996 stock option plans, as described in the Definitive Proxy Statement filed by the Registrant on March 27, 2006, and hereby incorporated by reference. The text of the Plan, as amended to date, is set forth as Exhibit 4.1 hereto.

This Post-Effective Amendment No. 3 (this Amendment ) on Form S-8 amends the Registration Statement on Form S-8 filed on November 19, 1996 (file number 333-16413), as amended by Amendment No. 1 thereto filed on May 23, 2001 and Amendment No. 2 thereto filed on September 17, 2003.

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**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits**

**Exhibit**

**Number**

**Description**

4.1	Lear Corporation Long-Term Stock Incentive Plan, as amended and restated as of May 3, 2001, as amended to date.
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Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant 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 Amendment to the 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

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/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	November 3, 2006
/s/ Roy E. Parrott Roy E. Parrott	Director	November 3, 2006
/s/ David P. Spalding David P. Spalding	Director	November 3, 2006

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/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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