LEAR CORPORATION

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Daniel A. Ninivaggi
Senior Vice President
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April 10, 2006

Nancy M. Morris
Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-9303

RE: Executive Compensation Disclosure Proposal
File Number S7-03-06

Dear Ms. Morris:

I am the Senior Vice President, Secretary and General Counsel of Lear Corporation. I appreciate the opportunity to provide comments with respect to certain aspects of the SEC's recent Executive Compensation and Related Party Disclosure proposal (the "Proposal"). While much of the disclosure required by the Proposal would lead to greater transparency and a more complete presentation of executive compensation, I believe there are some areas where the Proposal falls short of these goals.

First, I do not believe it is appropriate to include a dollar value for equity awards as part of the total compensation figure when the vesting and payout of such equity awards is contingent on future performance or events, which may or may not occur. To infer in the disclosure that these contingent awards are similar to cash salary and cash bonus, and therefore to add them together to obtain a total, is misleading and inaccurate.

In addition, I am concerned that the multiple-table feature of the Proposal would lead to double-counting of equity awards by shareholders, investors and others. For example, the disclosure required by the "Grants of All Other Equity Awards" table is duplicative of the disclosure required in columns (f) and (g) of the Summary Compensation Table - i.e. the same grants are being reported twice: once as a dollar amount, and once on a unit or share basis. This information could be combined in the Summary Compensation Table, either in separate columns or with specific grant information (number of shares/units, exercise price, vesting, etc.) being disclosed in the narrative following the Summary Compensation Table or in a footnote. A separate table for such information would not enhance the disclosure or provide new information, especially since this specific grant information would have already been disclosed in the Registrant's Section 16 reports within two days of the grants.

Lastly, including disclosure of gains upon exercises of stock options or vesting of equity awards during the year in the proposed "Option Exercises and Stock Vested" table will also increase the risk of double-counting of equity awards. Under the Proposal, equity awards will be reported twice - once upon grant and once upon exercise or vesting. The risk of double-counting is not offset by any apparent benefit to investors and shareholders. I question whether the exercise/vesting information provides any clarity regarding executives' compensation (including equity grants) during the most recent year. Providing such information in a separate table would be misleading to the casual reader by distorting the presentation of compensation during the year and would not materially enhance the information already available to shareholders and sophisticated investors (e.g. in the Registrant's Section 16 reports).

The Proposal states that one of the goals of the Commission has been to provide clear and concise disclosure relating to executive compensation. I would argue that the equity award valuation and the multiple tables contemplated in the Proposal set a framework for disclosure that is neither clear nor concise, but instead is misleading and duplicative. Registrants, of course, could "explain away" these overlaps and inconsistencies in notes to the proposed tables, but given the questionable benefit of the additional disclosure, it makes more sense to start with a more streamlined format.

Thank you again for the opportunity to provide comments on the Proposal. Please feel free to contact me at (248) 447-1500 to discuss the foregoing.

Sincerely,

Daniel A. Ninivaggi

Daniel A. Ninivaggi
Senior Vice President, Secretary and
General Counsel – Lear Corporation