

Vasa Sherry
Form 4
December 10, 2018

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 *
Vasa Sherry

2. Issuer Name and Ticker or Trading Symbol
AUTOLIV INC [ALV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O AUTOLIV,
INC., KLARABERGSVIADUKTEN
70, SECTION B7

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2018

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

STOCKHOLM, V7 SE-111 64

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of
Restricted Stock Unit	<u>(1)</u>	12/06/2018	<u>A</u> ⁽²⁾		2.0336		02/19/2020 ⁽³⁾	02/19/2020 ⁽³⁾	Common Stock	2.
Restricted Stock Unit <u>(4)</u>	<u>(1)</u>	12/06/2018	<u>A</u> ⁽²⁾		1.4032		02/19/2020 ⁽³⁾	02/19/2020 ⁽³⁾	Common Stock	1.
Restricted Stock Unit	<u>(1)</u>	12/06/2018	<u>A</u> ⁽²⁾		2.9877		02/13/2021 ⁽⁵⁾	02/13/2021 ⁽⁵⁾	Common Stock	2.

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Vasa Sherry
C/O AUTOLIV, INC.
KLARABERGSVIADUKTEN 70, SECTION B7
STOCKHOLM, V7 SE-111 64

See Remarks

Signatures

/s/ Brian Kelly as
attorney-in-fact

12/10/2018

 Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Each restricted stock unit (RSU) represents a contingent right to receive one share of ALV common stock.
- (2) Dividend equivalent rights accrued in the form of additional RSUs. Per the award agreement, cash dividends with a record date on or after the grant date and paid on or before the vesting date yield additional RSUs subject to the same vesting schedule as the underlying RSUs.
- (3) The RSUs vest and convert to shares in one installment on the third anniversary of February 19, 2017.
- (4) Reflects performance shares that converted to RSUs in connection with the spin-off of the issuer's wholly-owned subsidiary Veoneer, Inc. on June 29, 2018.
- (5) The RSUs vest and convert to shares in one installment on the third anniversary of February 13, 2018.

Remarks:

Executive Vice President, Human Resources and Sustainability

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

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