Lofvenholm Johan Form 4 June 11, 2018

FORM 4

Section 16.

Form 4 or

obligations

may continue.

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to

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

See Instruction 1(b).

(Last)

(City)

C/O AUTOLIV.

(Print or Type Responses)

1. Name and Address of Reporting Person *

Lofvenholm Johan

2. Issuer Name and Ticker or Trading

Symbol

AUTOLIV INC [ALV]

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 06/07/2018

(Zip)

INC, KLARABERGSVIADUKTEN 70, SECTION B7

(First)

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

See Remarks

below)

10% Owner

Other (specify

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Director

X_ Officer (give title

STOCKHOLM, V7 SE-111 64

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(9-02)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

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

1. Title of

Conversion

Derivative

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of Transaction Derivative

6. Date Exercisable and Expiration Date

7. Title and Ai Underlying Se

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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
Restricted Stock Unit	<u>(1)</u>	06/07/2018		A(2)(3)		7.5405		02/19/2020(4)	02/19/2020(4)	Common Stock
Restricted Stock Unit	<u>(1)</u>	06/07/2018		A(3)(5)		10.343		02/13/2021(6)	02/13/2021(6)	Common Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Lofvenholm Johan C/O AUTOLIV, INC KLARABERGSVIADUKTEN 70, SECTION B7 STOCKHOLM, V7 SE-111 64

See Remarks

Signatures

/s/ Johan

Lofvenholm 06/11/2018

**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) Reflects dividend equivalent rights accrued in the form of additional RSUs in respect of RSUs granted to the reporting person on February 19, 2017.
- Per the terms of the award agreement, any cash dividend paid with respect to the ALV's common stock for which the record date occurs (3) on or after the grant date and the payment date occurs on or before the vesting date will result in a credit of additional RSUs, which additional RSUs are subject to the same vesting schedule as the underlying RSUs.
- (4) The RSUs vest and convert to shares in one installment on the third anniversary of the grant date of the RSUs granted to the reporting person on February 19, 2017.
- (5) Reflects dividend equivalent rights accrued in the form of additional RSUs in respect of RSUs granted to the reporting person on February 13, 2018.
- (6) The RSUs vest and convert to shares in one installment on the third anniversary of the grant date of the RSUs granted to the reporting person on February 13, 2018.

Remarks:

Chief Operating Officer, Electronics

Reporting Owners 2

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.