

Vasa Sherry  
Form 4/A  
January 10, 2019

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Vasa Sherry

(Last) (First) (Middle)

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

(Street)

STOCKHOLM, V7 SE-111 64

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

AUTOLIV INC [ALV]

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

12/06/2018

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

12/10/2018

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

See Remarks

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V Amount (D) Price                                                         |                                                                                                                    |                                                                      |                                                                   |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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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<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number of<br>Derivative | 6. Date Exercisable and Expiration<br>Date | 7. Title and Amo<br>Underlying Secur |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|--------------------------------------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|--------------------------------------|

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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        | Amount or Number of Shares |
| Restricted Stock Unit                | <u>(1)</u>                               | 12/06/2018           | <u>A</u> <sup>(2)</sup> |                                                                 | 2.0336           |     | 02/19/2020 <sup>(3)</sup> | 02/19/2020 <sup>(3)</sup> | Common Stock | 2.0336                     |
| Restricted Stock Unit <sup>(4)</sup> | <u>(1)</u>                               | 12/06/2018           | <u>A</u> <sup>(2)</sup> |                                                                 | 1.4032           |     | 02/19/2020 <sup>(3)</sup> | 02/19/2020 <sup>(3)</sup> | Common Stock | 1.4032                     |
| Restricted Stock Unit                | <u>(1)</u>                               | 12/06/2018           | <u>A</u> <sup>(2)</sup> |                                                                 | 2.9877           |     | 02/13/2021 <sup>(5)</sup> | 02/13/2021 <sup>(5)</sup> | Common Stock | 2.9877                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                    | Relationships |           |         |             |
|---------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------------|
|                                                                                                   | Director      | 10% Owner | Officer | Other       |
| Vasa Sherry<br>C/O AUTOLIV, INC.<br>KLARABERGSVIADUKTEN 70, SECTION B7<br>STOCKHOLM, V7 SE-111 64 |               |           |         | See Remarks |

## Signatures

/s/ Brian Kelly as  
attorney-in-fact

          \*\*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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