

AUTOLIV INC
Form 4
February 22, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Patrick Erin

(Last) (First) (Middle)

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

(Street)

2. Issuer Name and Ticker or Trading
Symbol

AUTOLIV INC [ALV]

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

02/19/2017

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

VP, Compliance

STOCKHOLM, V7 SE-111 64

(City) (State) (Zip)

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
Person

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/19/2017		M	225	A \$ 0 225	D	
Common Stock	02/21/2017		S	225	D \$ 105.04 0	D	

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Unit	(2)	02/19/2017		M	225	02/19/2017 ⁽³⁾ 02/19/2017 ⁽³⁾	Common Stock	22
Restricted Stock Unit	(2)	02/19/2017		A	374	02/19/2020 ⁽³⁾ 02/19/2020 ⁽³⁾	Common Stock	37

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Patrick Erin C/O AUTOLIV, INC. KLARABERGSVIADUKTEN 70, SECTION B7 STOCKHOLM, V7 SE-111 64	VP, Compliance

Signatures

/s/ Erin Patrick 02/22/2017

**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) The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The broker aggregated all shares to be sold by all Autoliv, Inc. employees on such date and sold them in multiple blocks. The price in the table reflects the weighted average sale price of such block trades on such date. The potential range of prices for such transactions for the reporting person is \$104.78 to \$105.39. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price.

(2) Each restricted stock unit represents a contingent right to receive one share of ALV common stock.

(3) The restricted stock units vest and convert to shares in one installment on the third anniversary of the grant date.

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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