

AUTOLIV INC
Form 4
April 30, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Wallin Mats

(Last) (First) (Middle)

C/O AUTOLIV,
INC., VASAGATAN 11, 7TH
FLOOR

(Street)

STOCKHOLM, V7 SE-111 20

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/30/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/30/2014		M		750	A	\$ 59.01 6,258
Common Stock	04/30/2014		S		750	D	\$ 101.35 5,508 (1)
Common Stock	04/30/2014		M		1,900	A	\$ 51.67 7,408
Common Stock	04/30/2014		S		1,900	D	\$ 101.35 5,508 (1)

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Common Stock	04/30/2014		M	5,800	A	\$ 67	11,308	D
Common Stock	04/30/2014		S	5,800	D	\$ 101.15 <u>(1)</u> <u>(2)</u>	5,508	D
Common Stock	04/30/2014		M	7,306	A	\$ 69.18	12,814	D
Common Stock	04/30/2014		S	7,306	D	\$ 101.15 <u>(1)</u> <u>(2)</u>	5,508	D

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 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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option	\$ 59.01	04/30/2014		M	750	02/14/2008 02/14/2017	Common Stock	750
Stock Option	\$ 51.67	04/30/2014		M	1,900	02/19/2009 02/19/2018	Common Stock	1,900
Stock Option	\$ 67	04/30/2014		M	5,800	02/22/2013 02/22/2022	Common Stock	5,800
Stock Option	\$ 69.18	04/30/2014		M	7,306	02/19/2014 02/19/2023	Common Stock	7,306

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wallin Mats
C/O AUTOLIV, INC.
VASAGATAN 11, 7TH FLOOR
STOCKHOLM, V7 SE-111 20

CFO

Signatures

/s/ Mats Wallin

04/30/2014

**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 sales reported in this Form 4 was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on February 7, 2014.

Reflects the weighted average sale price. 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 reporting person reported on a single line all such transactions

(2) that occurred within a one dollar price range. 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. The range of prices for such transactions are \$101.01 to \$101.39.

(3) The Stock Options were granted under the Company's Stock Incentive Plan of 1997, as amended, at no cost to the reporting person.

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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