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| Alspaugh Robert Form 4 | t W | | | | | | | | | | |
|--|----------------------------------|--|--|----------------------------------|--|--|--|--|---|--|--|
| September 11, 20 | 017 | | | | | | | | | | |
| FORM 4 | • | STATES | SECU | RITIES A | AND EX | CHANGE | COMMISSIO | | PPROVAL | | |
| CURIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMIS Washington, D.C. 20549 | | | | | | | | Number: | 3235-0287 | | |
| Check this bo if no longer subject to Section 16. Form 4 or Form 5 | STATEM | CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ection 16(a) of the Securities Exchange Act of 1934, | | | | | Estimated a burden hou response | ours per | | | |
| obligations may continue. See Instruction 1(b). | Section 17(| a) of the P | ublic U | Itility Hol | ding Cor | | of 1935 or Section | | | | |
| (Print or Type Respo | onses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person [*] Alspaugh Robert W | | | 2. Issuer Name and Ticker or Trading Symbol AUTOLIV INC [ALV] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| (Last) (First) (Middle) C/O AUTOLIV, INC., KLARABERGSVIADUKTEN 70, SECTION B7 | | | 3. Date of Earliest Transaction (Month/Day/Year) 09/07/2017 | | | | (Check all applicable) | | | | |
| | | | | | | | X Director Officer (giv below) | | % Owner her (specify | | |
| | | | | led(Month/Day/Year) Applicable L | | | Applicable Line) | or Joint/Group Filing(Check e) by One Reporting Person | | | |
| STOCKHOLM, | , V7 SE-111 | 64 | | | | | Form filed by Person | More than One R | eporting | | |
| (City) | (State) | (Zip) | Tal | ble I - Non- | Derivative | Securities A | Acquired, Disposed | of, or Beneficia | lly Owned | | |
| | ransaction Date nth/Day/Year) | | Date, if | Code | 4. Securit onAcquired Disposed (Instr. 3, 4 | (A) or of (D) | 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 | (D) Price | (Instr. 5 and +) | | | | |
| Reminder: Report o | n a separate line | for each cla | ss of sec | urities bene | ficially ow | ned directly of | or indirectly. | | | | |
| | | | | | inforn requii | nation cont red to respo ays a curre | spond to the colle ained in this form ond unless the fo ntly valid OMB co | n are not rm | SEC 1474 (9-02) | | |
| | Tab | | | | | posed of, or convertible | Beneficially Owner securities) | d | | | |

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of | 8.1 |
|-------------|------------|---------------------|--------------------|-----------|--------------|-------------------------|------------------------|-----|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orDerivative | Expiration Date | Underlying Securities | De |

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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 o (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | | (Instr. 3 and 4) | | Se (I |
|--------------------------|---|------------|-------------------------|--------------------|---|-----------------------|--------------------|------------------|-------------------------------------|----------|
| | | | | Code V | (A) (D |) Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Unit | <u>(1)</u> | 09/07/2017 | | A <u>(2)</u> | 6.4039 | (3) | (3) | Common Stock | 6.4039 | |

Reporting Owners

| | Relationships | | | | | |
|---|---------------|--------------|------------|-------|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | |
| Alspaugh Robert W C/O AUTOLIV, INC. KLARABERGSVIADUKTEN 70, SECTION B7 STOCKHOLM, V7 SE-111 64 | х | | | | | |
| Signatures | | | | | | |
| /s/ Zachariah Miller, as attorney-in-fact for Robert V Alspaugh | W. | | 09/11/2017 | | | |
| <u>**</u> 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.

Reflects dividend equivalent rights accrued in the form of additional RSUs in respect of RSUs granted to the reporting person on May 9, 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

- (2) 2017. For the terms of the award agreement, any cash dividend paid with respect to the ALV's common stock for which the record day occurs 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.
- (3) The RSUs vest and convert to shares in one installment on the earlier of (a) the date of ALV's 2018 annual stockholder meeting, or (b) the one-year anniversary of the grant date of the RSUs granted to the reporting person on May 9, 2017.

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.

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