JOHANSSON LEIF Form 4 March 12, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

JOHANSSON LEIF

(First) (Middle) 2. Issuer Name and Ticker or Trading

Symbol

AUTOLIV INC [ALV]

3. Date of Earliest Transaction

(Month/Day/Year) 03/08/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

10% Owner

Other (specify

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

C/O AUTOLIV.

(Last)

INC., KLARABERGSVIADUKTEN

(State)

70, SECTION B7

(City)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X_ Director

Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

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

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)

(Zip)

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

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

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

Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

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 Conversion 3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactiorDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. 1 Underlying Securities

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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) | Se (It |
|--------------------------|---|------------|-------------------------|-----------------|---|---------------------|--------------------|-----------------|-------------------------------------|-----------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Unit | <u>(1)</u> | 03/08/2018 | | A(2) | 4.6961 | <u>(3)</u> | (3) | Common Stock | 4.6961 | |

Reporting Owners

| | Relationships | | | | | |
|--------------------------------|---------------|--------------|---------|-------|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | |
| NSSON LEIF | | | | | | |
| TOUV INC | | | | | | |

JOHANSSON LEIF C/O AUTOLIV, INC. KLARABERGSVIADI

KLARABERGSVIADUKTEN 70, SECTION B7

STOCKHOLM, V7 SE-111 64

Signatures

/s/ Zachariah Miller, as attorney-in-fact for Leif Johansson

03/12/2018

**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.
- 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 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.

X

(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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