

Cheng Jennifer
Form 3
July 09, 2018

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *
Â Cheng Jennifer
(Last) (First) (Middle)

2. Date of Event
Requiring Statement
(Month/Day/Year)
06/29/2018

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10%
Owner
__X__ Officer ____ Other
(give title below)(specify below)
President, Autoliv China

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

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

(Street)

STOCKHOLM,Â V7Â SE-111 64

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative
Security
(Instr. 4)

2. Date Exercisable and Expiration
Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect

6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

Date Exercisable Expiration Date Title Amount or
Number of
Shares

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						(I) (Instr. 5)	
Restricted Stock Unit	Â (1)	Â (1)	Common Stock	126 (2)	\$ (3)	D	Â
Restricted Stock Unit	02/19/2020(4)	02/19/2020(4)	Common Stock	603.9268 (2) (5)	\$ (3)	D	Â
Restricted Stock Unit	02/13/2021(4)	02/13/2021(4)	Common Stock	888.0075 (2) (5)	\$ (3)	D	Â
Restricted Stock Unit (6)	02/15/2019(4)	02/15/2019(4)	Common Stock	378 (2)	\$ (3)	D	Â
Restricted Stock Unit (6)	02/19/2020(4)	02/19/2020(4)	Common Stock	603.9268 (2) (5)	\$ (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cheng Jennifer C/O AUTOLIV, INC. KLARABERGSVIADUKTEN 70, SECTION B7 STOCKHOLM,Â V7Â SE-111 64	Â	Â	Â President, Autoliv China	Â

Signatures

/s/ Zachariah Miller as attorney-in-fact for Jennifer Cheng

07/09/2018

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 restricted stock units (RSUs) granted to the reporting person on February 15, 2016 vest and convert to shares in approximately installments on the first, second and third anniversaries of the grant date of the RSUs.
On June 29, 2018, the issuer completed its spin-off of its wholly-owned subsidiary Veoneer, Inc. (the "Spin-off"). The number of shares underlying RSUs were adjusted in connection with the Spin-off. Because the adjustment calculations were not available as of the date of this filing, this Form 3 reflects the reporting person's holdings on a pre-adjustment basis.
- (2) Each RSU represents a contingent right to receive one share of issuer common stock.
- (3) The RSUs vest and convert to shares in one installment on the third anniversary of the grant date.
Includes dividend equivalent rights accrued in the form of additional RSUs in respect of the RSUs granted to the reporting person. Per the terms of the award agreement, any cash dividend paid with respect to Autoliv'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 are subject to the same vesting schedule as the underlying RSUs.
- (5) Reflects performance shares that converted to RSUs in connection with the Spin-off.
- (6)

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Remarks:

SeeÂ ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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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