

Vasa Sherry
Form 4
February 20, 2019

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Vasa Sherry

(Last) (First) (Middle)

C/O AUTOLIV,
INC., KLARABERG SVIADUKTEN
70, SECTION B7

(Street)

STOCKHOLM, V7 SE-111 64

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

AUTOLIV INC [ALV]

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

02/15/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

See Remarks

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 (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)
Common Stock	02/15/2019		M	365 A \$ 0	1,041	D	
Common Stock	02/15/2019		F	109 D \$ 78.23	932	D	
Common Stock	02/15/2019		M	88 A \$ 0	1,020	D	
Common Stock	02/15/2019		F	27 D \$ 78.23	993	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 Underlying (Instr. 3 and
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Unit (1)	(2)	02/15/2019		M	365.0913 (3)	02/15/2019(4) 02/15/2019(4)	Common Stock
Restricted Stock Unit	(2)	02/15/2019		M	88.83 (3)	02/15/2019(5) 02/15/2019(5)	Common Stock
Restricted Stock Unit	(2)	02/18/2019		A	559	02/18/2022(4) 02/18/2022(4)	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Vasa Sherry
C/O AUTOLIV, INC.
KLARABERGSVIADUKTEN 70, SECTION B7
STOCKHOLM, V7 SE-111 64

See Remarks

Signatures

/s/ Brian Kelly as
attorney-in-fact 02/20/2019

**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) Reflects performance shares that converted to restricted stock unit (RSUs) in connection with the spin-off of the issuer's wholly-owned subsidiary Veoneer, Inc. on June 29, 2018.
- (2) Each RSU represents a contingent right to receive one share of ALV common stock.
- (3) Fractional RSUs are rounded down to the nearest whole number at vesting. The fractional amount is forfeited.
- (4) The RSUs vest and convert to shares in one installment on the third anniversary of the grant date.

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- (5) The RSUs vest and convert to shares in three approximately equal installments on each of the first, second, and third anniversaries of the grant date. This is the final installment.

Remarks:

Executive Vice President, Human Resources and Sustainability

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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