

Ward Michael Jon
 Form 4
 March 02, 2011

FORM 4

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

OMB APPROVAL

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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 *

Ward Michael Jon

(Last) (First) (Middle)

C/O AUTOLIV, INC., WORLD TRADE CENTER, KLARABERGSVIADUKTEN 70

(Street)

STOCKHOLM, V7 SE-107 24

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

AUTOLIV INC [ALV]

3. Date of Earliest Transaction

(Month/Day/Year)

02/28/2011

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)
 President, Autoliv Americas

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/28/2011 | | M | 7,320 | A \$ 44.7 | 8,070 | D |
| Common Stock | 02/28/2011 | | M | 6,000 | A \$ 51.67 | 14,070 | D |
| Common Stock | 02/28/2011 | | M | 3,750 | A \$ 59.01 | 17,820 | D |
| Common Stock | 02/28/2011 | | S | 2,237 | D \$ 74.84 | 15,583 | D |
| Common Stock | 02/28/2011 | | S | 5,083 | D \$ 74.61 | 10,500 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-------|---|
| Common Stock | 02/28/2011 | S | 1,935 | D | \$ 74.92 | 8,565 | D |
| Common Stock | 02/28/2011 | S | 4,065 | D | \$ 74.61 | 4,500 | D |
| Common Stock | 02/28/2011 | S | 1,694 | D | \$ 74.9 | 2,806 | D |
| Common Stock | 02/28/2011 | S | 2,056 | D | \$ 74.61 | 750 | D |

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

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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 | \$ 44.7 | 02/28/2011 | | M | 7,320 | 02/18/2011 02/18/2020 | Common Stock | 7,320 |
| Stock Option | \$ 51.67 | 02/28/2011 | | M | 6,000 | 02/19/2009 02/19/2018 | Common Stock | 6,000 |
| Stock Option | \$ 59.01 | 02/28/2011 | | M | 3,750 | 02/14/2008 02/14/2017 | Common Stock | 3,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ward Michael Jon C/O AUTOLIV, INC., WORLD TRADE CENTER KLARABERGSVIADUKTEN 70 STOCKHOLM, V7 SE-107 24 | | | President, Autoliv Americas | |

Signatures

/s/ Michael Jon
Ward

03/02/2011

__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).

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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