

Lofvenholm Johan
 Form 4
 June 11, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Lofvenholm Johan

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 06/07/2018

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 See Remarks

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

(Street)

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

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

STOCKHOLM, V7 SE-111 64

(City) (State) (Zip)

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)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Underlying Security
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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)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Unit	<u>(1)</u>	06/07/2018	A <u>(2)(3)</u>		7.5405		02/19/2020 <u>(4)</u>	02/19/2020 <u>(4)</u>	Common Stock
Restricted Stock Unit	<u>(1)</u>	06/07/2018	A <u>(3)(5)</u>		10.343		02/13/2021 <u>(6)</u>	02/13/2021 <u>(6)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lofvenholm Johan C/O AUTOLIV, INC KLARABERGSVIADUKTEN 70, SECTION B7 STOCKHOLM, V7 SE-111 64				See Remarks

Signatures

/s/ Johan
Lofvenholm 06/11/2018

 **Signature of Date
Reporting Person

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.
- (2) Reflects dividend equivalent rights accrued in the form of additional RSUs in respect of RSUs granted to the reporting person on February 19, 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.
- (3) The RSUs vest and convert to shares in one installment on the third anniversary of the grant date of the RSUs granted to the reporting person on February 19, 2017.
- (4) Reflects dividend equivalent rights accrued in the form of additional RSUs in respect of RSUs granted to the reporting person on February 13, 2018.
- (5) The RSUs vest and convert to shares in one installment on the third anniversary of the grant date of the RSUs granted to the reporting person on February 13, 2018.
- (6) Reflects dividend equivalent rights accrued in the form of additional RSUs in respect of RSUs granted to the reporting person on February 13, 2018.

Remarks:

Chief Operating Officer, Electronics

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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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