

AUTOLIV INC
Form 4
February 25, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Patrick Erin

(Last) (First) (Middle)

C/O AUTOLIV,
INC., VASAGATAN 11, 7TH
FLOOR

(Street)

STOCKHOLM, V7 SE-111 20

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2014

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)
Vice President Compliance

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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/22/2014		M	179 A \$ 0	179	D	
Common Stock	02/24/2014		M	565 A \$ 67	744	D	
Common Stock	02/24/2014		M	712 A \$ 69.18	1,456	D	
Common Stock	02/24/2014		S ⁽¹⁾	179 D \$ 95.74	1,277	D	
	02/24/2014		S ⁽¹⁾	1,277 D	0	D	

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Common Stock \$ 95.48

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Unit	(3)	02/22/2014		M	179	02/22/2014 02/22/2014	Common Stock	179
Employee Stock Option (right to buy)	\$ 67	02/24/2014		M	565	02/22/2013 02/22/2022	Common Stock	565
Employee Stock Option (right to buy)	\$ 69.18	02/24/2014		M	712	02/19/2014 02/19/2023	Common Stock	712

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Patrick Erin C/O AUTOLIV, INC. VASAGATAN 11, 7TH FLOOR STOCKHOLM, V7 SE-111 20			Vice President Compliance	

Signatures

/s/ Erin Patrick

02/25/2014

**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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on February 7, 2013.

The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The broker aggregated all shares to be sold by all Autoliv employees on such date and sold them in multiple blocks. The price in the table reflects the weighted average sale price of such block trades on such date. The potential range of prices for such transactions for the reporting person is \$95.70 to \$95.82. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price.

(3) Each restricted stock unit represents a contingent right to receive one share of ALV common stock.

(4) The restricted stock units and the stock options were granted under the Company's Stock Incentive Plan of 1997, as amended, at no cost to the reporting person.

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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