

Wallin Mats
Form 4
February 20, 2013

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 *
Wallin Mats

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)
02/18/2013

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

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

(Street)

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

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

STOCKHOLM, V7 SE-111 20

(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) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|----------|-------|---|--|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/18/2013 | | M | | 3,100 | A | | \$ 67.42 | 5,608 | D | |
| | | | | | | | | (1) | | | |
| Common Stock | 02/20/2013 | | S | | 1,100 | D | | \$ 69.62 | 4,508 | D | |
| | | | | | | | | (2) | | | |

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

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number.

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 Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|---------------------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Unit | (3) | 02/18/2013 | | M | | 3,100 | | 02/18/2013 | 02/18/2013 | Common Stock |
| Restricted Stock Unit | (3) | 02/19/2013 | | A | | 2,435 | | 02/19/2016 ⁽⁴⁾ | 02/19/2016 ⁽⁴⁾ | Common Stock |
| Employee Stock Option (right to buy) | \$ 67.42 | 02/19/2013 | | A | | 7,306 | | 02/19/2014 ⁽⁵⁾ | 02/19/2023 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Wallin Mats C/O AUTOLIV, INC. VASAGATAN 11, 7TH FLOOR STOCKHOLM, V7 SE-111 20 | | | CFO | |

Signatures

/s/ Mats Wallin 02/20/2013

**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) Represents the closing price on February 15, 2013 (the last trading date prior to the vesting date of the restricted stock units (RSUs) from which these shares were converted). No consideration was or is payable by the reporting person.
- (2) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on August 8, 2012.
- (3) Each RSU represents a contingent right to receive one share of ALV common stock.

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- (4) The RSUs vest and convert to shares in one installment on the third anniversary of the grant date.
- (5) The options vest in one installment on the first anniversary of the grant date.

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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