

AUTOLIV INC
Form 4
May 07, 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 *
Fredin Steven R

(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)
05/06/2014

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)
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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/06/2014		M	4,600	A \$ 67	6,933	D
Common Stock	05/06/2014		M	6,274	A \$ 69.18	13,207	D
Common Stock	05/06/2014		S	1,492	D \$ 103.23	11,715	D
					(1) (2)		
Common Stock	05/06/2014		S	3,108	D \$ 102.74	8,607	D
					(1) (3)		

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Common Stock	05/06/2014	S	1,483	D	\$ 102.62 <u>(1) (4)</u>	7,124	D
Common Stock	05/06/2014	S	4,791	D	\$ 102.41 <u>(1) (5)</u>	2,333	D

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

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(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 (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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 67	05/06/2014		M	4,600	02/22/2013 02/22/2022	Common Stock	4,600
Employee Stock Option (right to buy)	\$ 69.18	05/06/2014		M	6,274	02/19/2014 02/19/2023	Common Stock	6,274

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fredin Steven R C/O AUTOLIV, INC. VASAGATAN 11, 7TH FLOOR STOCKHOLM, V7 SE-111 20			President Autoliv Americas	

Signatures

/s/ Steven R.
Fredin

05/07/2014

__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).

Reflects the weighted average sale price. 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 reporting person reported on a single line all such transactions

(1) that occurred within a one dollar price range. 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.

(2) The range of prices for such transaction is \$103.04 to \$103.48.

(3) The range of prices for such transaction is \$102.54 to \$102.96.

(4) The range of prices for such transaction is \$102.48 to \$102.78.

(5) The range of prices for such transaction is \$102.11 to \$102.62.

(6) 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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