

Mogefors Svante
Form 4
February 20, 2019

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 *
Mogefors Svante

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)
02/15/2019

___ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/15/2019 | | M | | 1,226 A \$ 0 | D | |
| Common Stock | 02/15/2019 | | M | | 298 A \$ 0 | D | |
| Common Stock | 02/20/2019 | | S ⁽¹⁾ | | 1,524 D \$ 80.69 | D | |
| | | | | | (2) | | |

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

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SEC 1474 (9-02)

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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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| Restricted Stock Unit ⁽³⁾ | ⁽⁴⁾ | 02/15/2019 | | M | 1,226.6295 ⁽⁵⁾ | 02/15/2019 ⁽⁶⁾ 02/15/2019 ⁽⁶⁾ | Common Stock |
| Restricted Stock Unit | ⁽⁴⁾ | 02/15/2019 | | M | 298.215 ⁽⁵⁾ | 02/15/2019 ⁽⁷⁾ 02/15/2019 ⁽⁷⁾ | Common Stock |
| Restricted Stock Unit | ⁽⁴⁾ | 02/18/2019 | | A | 850 | 02/18/2022 ⁽⁶⁾ 02/18/2022 ⁽⁶⁾ | Common Stock |

Reporting Owners

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

Signatures

/s/ Brian Kelly as attorney-in-fact 02/20/2019
 **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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on August 28, 2018.
 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, Inc. 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 \$80.52 to \$80.98. 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)

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Reflects performance shares that converted to restricted stock units (RSUs) in connection with the spin-off of the issuer's wholly-owned subsidiary Veoneer, Inc. on June 29, 2018.

- (4) Each RSU represents a contingent right to receive one share of ALV common stock.
- (5) Fractional RSUs are rounded down to the nearest whole number at vesting. The fractional amount is forfeited.
- (6) The RSUs vest and convert to shares in one installment on the third anniversary of the grant date.
- (7) The RSUs vest and convert to shares in three approximately equal installments on each of the first, second, and third anniversaries of the grant date. This is the final installment.

Remarks:

Executive Vice President, Quality

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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