

AUTOLIV INC  
Form 4  
February 24, 2015

**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)  
02/22/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 02/22/2015                           |  | M                              | 1,533   | A \$ 0  | 3,866  | D                                 |
| Common Stock                    | 02/24/2015                           |  | M                              | 4,106   | A \$ 72.95  | 7,972  | D                                 |
| Common Stock                    | 02/23/2015                           |  | F <sup>(1)</sup>               | 504   | D \$ 112.9  | 7,468  | D                                 |
| Common Stock                    | 02/24/2015                           |  | S <sup>(1)</sup>               | 4,106   | D \$ 112.8  | 3,362  | D                                 |

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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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit                      | (4)  | 02/22/2015                           |  | M                              | 1,533   | 02/22/2015 02/22/2015                                    | Common Stock  | 1,533                      |
| Employee Stock Option (right to buy)       | \$ 72.95   | 02/24/2015                           |  | M                              | 4,106   | 02/22/2012 02/22/2021                                    | Common Stock  | 4,106                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |             |       |
|--|---------------|-----------|-------------|-------|
|  | Director      | 10% Owner | Officer     | Other |
| Fredin Steven R<br>C/O AUTOLIV, INC.<br>VASAGATAN 11, 7TH FLOOR<br>STOCKHOLM, V7 SE-111 20 |               |           | See Remarks |       |

## Signatures

/s/ Steven Fredin 02/24/2015  
 \*\*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 4, 2015.

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- 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 \$112.54 to \$113.31. 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) 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 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. The range of prices for such transaction is \$112.78 to \$112.84.
- (3) Each restricted stock unit represents a contingent right to receive one share of ALV common stock.
- (4) The restricted stock units were granted under the Company's Stock Incentive Plan of 1997, as amended, at no cost to the reporting person.
- (5)

### Remarks:

Group VP Sales & Engineering

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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