

Carlson Jan
Form 4
September 04, 2018

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 *
Carlson Jan

(Last) (First) (Middle)

KLARABERGSVIADUKTEN 70,
SECTION C6

(Street)

STOCKHOLM, V7 SE-111 64

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/31/2018

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/31/2018 | | S | 42,589 | D 89.53 | 53,579 | D |
| | | | | | \$ | | |
| | | | | | (1) | | |

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)

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| 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) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit <u>(3)</u> <u>(4)</u> <u>(5)</u> | <u>(2)</u> | | | | | 02/15/2019 | 02/15/2019 | Common Stock | 1,111.785 |
| Restricted Stock Unit <u>(3)</u> <u>(4)</u> <u>(6)</u> | <u>(2)</u> | | | | | 02/15/2019 | 02/15/2019 | Common Stock | 4,570.4022 |
| Restricted Stock Unit <u>(3)</u> <u>(4)</u> <u>(5)</u> | <u>(2)</u> | | | | | 02/19/2020 | 02/19/2020 | Common Stock | 3,378.0032 |
| Restricted Stock Unit <u>(3)</u> <u>(4)</u> <u>(7)</u> | <u>(2)</u> | | | | | 02/19/2020 | 02/19/2020 | Common Stock | 2,330.8222 |
| Restricted Stock Unit <u>(3)</u> <u>(4)</u> <u>(5)</u> | <u>(2)</u> | | | | | 02/13/2021 | 02/13/2021 | Common Stock | 5,160.4323 |
| Employee Stock Option (right to buy) <u>(3)</u> <u>(4)</u> <u>(8)</u> | \$ 67.29 | | | | | 02/19/2015 | 02/19/2024 | Common Stock | 9,750 |
| Employee Stock Option (right to buy) <u>(3)</u> <u>(4)</u> <u>(8)</u> | \$ 80.4 | | | | | 02/16/2016 | 02/16/2025 | Common Stock | 8,976 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Carlson Jan
 KLARABERGSVIADUKTEN 70, SECTION C6 X
 STOCKHOLM, V7 SE-111 64

Signatures

/s/ Jan Carlson 09/04/2018

**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).

The reporting person effected multiple same-way open market purchase transactions on the same day at different prices through a trade order executed by a broker dealer. The price in the table reflects the weighted average purchase price. The range of prices for such

(1) transactions for the reporting person is \$89.31 to \$89.72. 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 purchased at each separate price.

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

As reported in the Registration Statement on Form 10 filed by Veoneer, Inc. ("VNE") with the SEC, in connection with the distribution by ALV of 100% of the outstanding shares of common stock of VNE on a pro rata basis to ALV stockholders on June 29, 2018 (the "Spin-off"), stock-based awards granted by ALV prior to the Spin-off were converted into adjusted stock-based awards relating to both shares of ALV and VNE common stock. With certain limited exceptions, the adjusted awards are subject to the same or equivalent vesting conditions and other terms that applied to the applicable original ALV award immediately before the Spin-off. For each holder of a stock option or RSU, 50% of the outstanding stock award value, as calculated immediately prior to the spin-off, was converted to a stock option or RSU, as applicable, of VNE, and 50% of a stock option or RSU, as applicable, of ALV, with an adjustment to the number of shares and, in the case of stock options, exercise price,

(3) (Continued from footnote 3) as required to preserve the value inherent in the stock award before and after the distribution. Outstanding performance shares were converted to RSUs of both AVL and VNE as described above, with the number of performance shares so converting determined based on: (i) for the period between the beginning of the performance period and December 31, 2017, the actual level of performance measured as of December 31, 2017; and (ii) for the period following December 31, 2017 and the last day of the applicable performance period, actual performance measured as of December 31, 2017, or target level performance, whichever was greater. The conversion and adjustment described herein is referred to as the "Spin-off Conversion and Adjustment."

(4) The number of RSUs held following the Spin-off Conversion and Adjustment.

(5) RSUs received in connection with the Spin-Off Conversion and Adjustment of performance shares granted by ALV on February 15, 2016.

(6) RSUs received in connection with the Spin-Off Conversion and Adjustment of performance shares granted by ALV on February 19, 2017.

(7) The number of stock options held following the Spin-Off Conversion and Adjustment.

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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