

JONZON HALVAR
Form 4
April 04, 2011

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 *
JONZON HALVAR

(Last) (First) (Middle)

C/O AUTOLIV, INC., WORLD TRADE CENTER, KLARABERGSVIADUKTEN 70

(Street)

STOCKHOLM, V7 SE-107 24

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2011

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)
VP Purchasing

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	03/31/2011		M ⁽¹⁾	5,000	D	\$ 74.23 (2)	14,834 D
Common Stock	03/31/2011		M ⁽¹⁾	2,300	D	\$ 74.23 (2)	17,134 D
Common Stock	03/31/2011		M ⁽¹⁾	322	D	\$ 74.23 (2)	17,456 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 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 Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Unit	(3)	03/31/2011		M ⁽¹⁾	5,000	03/31/2011 ⁽¹⁾ 03/31/2011 ⁽¹⁾	Common Stock	5,000
Restricted Stock Unit	(3)	03/31/2011		M ⁽¹⁾	2,300	03/31/2011 ⁽¹⁾ 03/31/2011 ⁽¹⁾	Common Stock	2,300
Restricted Stock Unit	(3)	03/31/2011		M ⁽¹⁾	322	03/31/2011 ⁽¹⁾ 03/31/2011 ⁽¹⁾	Common Stock	322

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONZON HALVAR C/O AUTOLIV, INC., WORLD TRADE CENTER KLARABERGSVIADUKTEN 70 STOCKHOLM, V7 SE-107 24			VP Purchasing	

Signatures

/s/ Halvar
Jonzon

04/04/2011

**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 Restricted Stock Units were scheduled to vest on February 20, 2012, February 18, 2013, and February 22, 2014. However, pursuant to the terms of the Restricted Stock Units and the Company's Stock Incentive Plan of 1997, as amended, the vesting of the Restricted

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Stock Units occurred upon the Reporting Person's retirement from the Company on March 31, 2011.

- (2) Represents the closing price on March 31, 2011. No consideration was or is payable by the reporting person.
- (3) The Restricted Stock Units 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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