JOHANSSON LEIF
Form 4
September 10, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHANSSON LEIF

(Last) (First) (Middle)

C/O AUTOLIV, INC., KLARABERGSVIADUKTEN 70, SECTION B7

(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)
09/06/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. De

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Sec (In
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	(1)	09/06/2018	A(2)	4.4066		(3)	(3)	Common Stock	4.4066	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHANSSON LEIF C/O AUTOLIV, INC. KLARABERGSVIADUKTEN 70, SECTION B7 STOCKHOLM, V7 SE-111 64	X			

Signatures

/s/ Zachariah Miller, as attorney-in-fact	09/10/2018
**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).

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

(2) Dividend equivalent rights accrued in the form of additional RSUs to RSUs granted on May 8, 2018. Per the award agreement, cash dividends with a record date on or after the grant date and paid on or before the vesting date yield additional RSUs subject to the same vesting schedule as the underlying RSUs.

(3) The RSUs vest and convert to shares in one installment on the earlier of (a) the date of ALV's 2019 annual stockholder meeting, or (b) the one-year anniversary of May 8, 2018.

(4) 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.

(5) (Continued from footnote 4) 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 an RSU, 50% of the outstanding stock award value, as calculated immediately prior to the spin-off, was converted to an RSU of VNE, and 50% to an RSU of ALV, with an adjustment to the number of shares as required to preserve the value inherent in the stock award before and after the distribution. The conversion and adjustment described herein is referred to as the "Spin-off Conversion and Adjustment."

(6) The number of RSUs 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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