

AUTOLIV INC
Form 4
June 18, 2013

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 *
Adamson Mats

(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)
06/15/2010

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 Human Resources

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) Code V Amount (D) Price | | | |
| Common Stock | 06/17/2013 | | M | 1,333 A | \$ 0 ⁽¹⁾ 1,333 | D | |
| Common Stock | 06/17/2013 | | S | 730 D | \$ ⁽²⁾ 77.84 603 | D | |

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

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(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 Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | | |
| Restricted Stock Units | (3) | 06/17/2013 | | M | | 1,333 | 06/15/2013 06/15/2013 | Common Stock | 1,333 |
| Restricted Stock Units | (3) | 06/15/2010 | | A | | 1,333 | 06/15/2013 06/15/2013 | Common Stock | 1,333 |
| Stock Option | \$ 52.09 (3) | 06/15/2010 | | A | | 4,000 | 06/15/2011 06/15/2020 | Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Adamson Mats C/O AUTOLIV, INC. VASAGATAN 11, 7TH FLOOR STOCKHOLM, V7 SE-111 20 | | | VP Human Resources | |

Signatures

/s/ Mats
Adamson

06/18/2013

**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) No consideration was or is payable by the reporting person in connection with the conversion of the restricted stock units (RSUs).
- (2) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on February 5, 2013.
- (3) The RSUs and the stock option were granted under the Company's 1997 Stock Incentive Plan, as amended, and free of charge for the reporting person. Each RSU represents a contingent right to receive one share of ALV common stock.

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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