

Nellis Anthony J
 Form 4
 February 20, 2019

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 *
 Nellis Anthony J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2019

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 See Remarks

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

STOCKHOLM, V7 SE-111 64

(City) (State) (Zip)

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)
			Code	V	Amount or Price		
Common Stock	02/15/2019		M		376 A \$ 0	451	D
Common Stock	02/15/2019		F		128 D \$ 78.23	323	D
Common Stock	02/15/2019		M		91 A \$ 0	414	D
Common Stock	02/15/2019		F		31 D \$ 78.23	383	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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Unit <u>(1)</u>	<u>(2)</u>	02/15/2019		M	376.6815 <u>(3)</u>	02/15/2019 ⁽⁴⁾	02/15/2019 ⁽⁴⁾	Common Stock
Restricted Stock Unit	<u>(2)</u>	02/15/2019		M	91.65 <u>(3)</u>	02/15/2019 ⁽⁵⁾	02/15/2019 ⁽⁵⁾	Common Stock
Restricted Stock Unit	<u>(2)</u>	02/18/2019		A	559	02/18/2022 ⁽⁴⁾	02/18/2022 ⁽⁴⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Nellis Anthony J
C/O AUTOLIV, INC.
KLARABERGSVIADUKTEN 70, SECTION B7
STOCKHOLM, V7 SE-111 64

See Remarks

Signatures

/s/ Brian Kelly as
attorney-in-fact

02/20/2019

**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) Reflects performance shares that converted to restricted stock unit (RSUs) in connection with the spin-off of the issuer's wholly-owned subsidiary Veoneer, Inc. on June 29, 2018.
- (2) Each RSU represents a contingent right to receive one share of ALV common stock.
- (3) Fractional RSUs are rounded down to the nearest whole number at vesting. The fractional amount is forfeited.
- (4) The RSUs vest and convert to shares in one installment on the third anniversary of the grant date.

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- (5) The RSUs vest and convert to shares in three approximately equal installments on each of the first, second, and third anniversaries of the grant date. This is the final installment.

Remarks:

Executive Vice President, Legal Affairs; General Counsel; Secretary

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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