

Nellis Anthony J
Form 3
July 09, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Nellis Anthony J
(Last) (First) (Middle)

2. Date of Event Requiring Statement
(Month/Day/Year)
06/29/2018

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

4. Relationship of Reporting Person(s) to Issuer

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

C/O AUTOLIV,
INC.,Â KLARABERGSVIADUKTEN
70, SECTION B7
(Street)

(Check all applicable)

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

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

STOCKHOLM,Â V7Â SE-111 64
(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 921 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
| | Date Exercisable | Expiration Date | Title | | |

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| | | | | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|---------------------------|---------------------------|-----------------|---|-----------------------------|--|---|
| Restricted Stock Unit | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 130 ⁽¹⁾ | \$ ⁽³⁾ | D | Â |
| Restricted Stock Unit | 02/19/2020 ⁽⁴⁾ | 02/19/2020 ⁽⁴⁾ | Common Stock | 395.1114 ⁽¹⁾ ⁽⁵⁾ | \$ ⁽³⁾ | D | Â |
| Restricted Stock Unit | 02/13/2021 ⁽⁴⁾ | 02/13/2021 ⁽⁴⁾ | Common Stock | 579.5736 ⁽¹⁾ ⁽⁵⁾ | \$ ⁽³⁾ | D | Â |
| Restricted Stock Unit ⁽⁶⁾ | 02/15/2020 ⁽⁴⁾ | 02/15/2020 ⁽⁴⁾ | Common Stock | 390 ⁽¹⁾ | \$ ⁽³⁾ | D | Â |
| Restricted Stock Unit ⁽⁶⁾ | 02/19/2020 ⁽⁴⁾ | 02/19/2020 ⁽⁴⁾ | Common Stock | 395.1114 ⁽¹⁾ ⁽⁵⁾ | \$ ⁽³⁾ | D | Â |
| Employee Stock Option (right to buy) | 02/16/2016 | 02/16/2025 | Common Stock | 1,080 ⁽¹⁾ | \$ 113.36 ⁽¹⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nellis Anthony J C/O AUTOLIV, INC. KLARABERGSVIADUKTEN 70, SECTION B7 STOCKHOLM,Â V7Â SE-111 64 | Â | Â | Â See Remarks | Â |

Signatures

/s/ Zachariah Miller as attorney-in-fact for Anthony J.
Nellis

07/09/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) On June 29, 2018, the issuer completed its spin-off of its wholly-owned subsidiary Veoneer, Inc. (the "Spin-off"). The number of shares held, as well as the number of shares underlying RSUs and stock options and, in the case of stock options, the exercise price, were adjusted in connection with the Spin-off. Because the adjustment calculations were not available as of the date of this filing, this Form 3 reflects the reporting person's holdings on a pre-adjustment basis.

(2) The restricted stock units (RSUs) granted to the reporting person on February 15, 2016 vest and convert to shares in approximately installments on the first, second and third anniversaries of the grant date of the RSUs.

(3) Each RSU represents a contingent right to receive one share of issuer common stock.

(4) The RSUs vest and convert to shares in one installment on the third anniversary of the grant date.

(5) Includes dividend equivalent rights accrued in the form of additional RSUs in respect of the RSUs granted to the reporting person. Per the terms of the award agreement, any cash dividend paid with respect to Autoliv's common stock for which the record date occurs on or after the grant date and the payment date occurs on or before the vesting date will result in a credit of additional RSUs, which are subject to the same vesting schedule as the underlying RSUs.

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(6) Reflects performance shares that converted to RSUs in connection with the Spin-off.

^

Remarks:

Executive^ Vice^ President,^ Legal^ Affairs^ and^ General^ Counsel

See^ Exhibit^ 24^ -^ Power^ of^ Attorney

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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