AUTOLIV INC
Form 4
February 25, 2014

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 *
OLSSON JAN

(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)
02/22/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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			
Common Stock	02/22/2014		M		1,369	A	$ 0	18,502	D	
Common Stock	02/24/2014		M		5,500	A	$ 59.01	24,002	D	
Common Stock	02/24/2014		M		4,106	A	$ 72.95	28,108	D	
Common Stock	02/24/2014		M		4,300	A	$ 67	32,408	D	
Common Stock	02/24/2014		M		5,416	A	$ 69.18	37,824	D	

Common Stock	02/24/2014		S[(1)]	5,500	D	$ 95.14 [(2)] [(3)]	32,324	D
Common Stock	02/24/2014		S[(1)]	4,106	D	$ 95.1	28,218	D
Common Stock	02/24/2014		S[(1)]	4,300	D	$ 95.21 [(2)] [(4)]	23,918	D
Common Stock	02/24/2014		S[(1)]	5,416	D	$ 95.2	18,502	D
Common Stock	02/25/2014		S[(1)]	780	D	$ 95.73	17,722	D

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	[(5)]	02/22/2014		M			1,369	02/22/2014	02/22/2014	Common Stock	1,369
Employee Stock Option (right to buy)	$ 59.01	02/24/2014		M			5,500	02/14/2008	02/14/2017	Common Stock	5,500
Employee Stock Option (right to buy)	$ 72.95	02/24/2014		M			4,106	02/22/2012	02/22/2021	Common Stock	4,106

Employee Stock Option (right to buy)	$ 67	02/24/2014		M	4,300	02/22/2013	02/22/2022	Common Stock	4,300
Employee Stock Option (right to buy)	$ 69.18	02/24/2014		M	5,416	02/19/2014	02/19/2023	Common Stock	5,416

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OLSSON JAN C/O AUTOLIV, INC. VASAGATAN 11, 7TH FLOOR STOCKHOLM, V7 SE-111 20			VP Research	

Signatures

/s/ Jan Olsson	02/25/2014
**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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on November 7, 2013.

(2) Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price.

(3) The range of prices for such transaction is $95.12 to $95.15.

(4) The range of prices for such transaction is $95.20 to $95.25.

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

(6) The restricted stock units and the stock options 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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