

GARCEAU DANIEL

Form 4

February 20, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GARCEAU DANIEL

(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)

02/15/2019

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 ____ Other (specify
below) below)

President, Autoliv Americas

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 Ownership (Instr. 4)
Common Stock	02/15/2019		M	576	A \$ 0 643	D	
Common Stock	02/15/2019		F	196	D \$ 78.23 447	D	
Common Stock	02/15/2019		M	140	A \$ 0 587	D	
Common Stock	02/20/2019		S	140	D \$ 80.69 447	D	

(1)

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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>(2)</u>	<u>(3)</u>	02/15/2019		M		576.6125	<u>(4)</u>	02/15/2019 <u>(5)</u>	02/15/2019 <u>(5)</u>	Common Stock
Restricted Stock Unit	<u>(3)</u>	02/15/2019		M		140.295	<u>(4)</u>	02/15/2019 <u>(6)</u>	02/15/2019 <u>(6)</u>	Common Stock
Restricted Stock Unit	<u>(3)</u>	02/18/2019		A	639			02/18/2022 <u>(5)</u>	02/18/2022 <u>(5)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARCEAU DANIEL C/O AUTOLIV, INC. KLARABERGSVIADUKTEN 70, SECTION B7 STOCKHOLM, V7 SE-111 64			President, Autoliv Americas	

Signatures

/s/ Brian Kelly as
attorney-in-fact 02/20/2018

__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) 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 broker aggregated all shares to be sold by all Autoliv, Inc. employees on such date and sold them in multiple blocks. The price in the table reflects the weighted average sale price of such block trades on such date. The potential range of prices for such transactions for the reporting person is \$80.52 to \$80.98. 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.

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- (2) 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.
- (3) Each RSU represents a contingent right to receive one share of ALV common stock.
- (4) Fractional RSUs are rounded down to the nearest whole number at vesting. The fractional amount is forfeited.
- (5) The RSUs vest and convert to shares in one installment on the third anniversary of the grant date.
- (6) 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.

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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