AUTOLIV INC Form 4 February 07, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Mogefors Svante			2. Issuer Name and Ticker or Trading Symbol AUTOLIV INC [ALV]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) C/O AUTOLI INC., VASAC FLOOR		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2014	Director 10% Owner X Officer (give title Other (specibelow) below) Vice Pres. Quality & Manufact.		
STOCKHOL	(Street) M, V7 SE-	111 20	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
-			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	02/06/2014		M	4,000	A	\$ 49.6	9,500	D	
Common Stock	02/06/2014		S	4,000	D	\$ 92.38 (1) (2)	5,500	D	
Common Stock	02/06/2014		M	4,500	A	\$ 59.01	10,000	D	
Common Stock	02/06/2014		S	4,500	D	\$ 92.64 (1) (3)	5,500	D	

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Common Stock	02/06/2014	M	6,000	A	\$ 51.67	11,500	D
Common Stock	02/06/2014	S	6,000	D	\$ 92.65 (1) (4)	5,500	D
Common Stock	02/06/2014	M	6,900	A	\$ 44.7	12,400	D
Common Stock	02/06/2014	S	6,900	D	\$ 92.62 (1) (5)	5,500	D

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

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SEC 1474 (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. Transactic Code (Instr. 8)	onof Derivative		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		mof Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		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				
Stock Option	\$ 49.6	02/06/2014		M		4,000	01/09/2007	01/09/2016	Common Stock	4,000				
Stock Option	\$ 59.01	02/06/2014		M		4,500	02/14/2008	02/14/2017	Common Stock	4,500				
Stock Option	\$ 51.67	02/06/2014		M		6,000	02/19/2009	02/19/2018	Common Stock	6,000				
Stock Option	\$ 44.7	02/06/2014		M		6,900	02/18/2011	02/18/2020	Common Stock	6,900				

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

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Mogefors Svante C/O AUTOLIV, INC. VASAGATAN 11, 7TH FLOOR STOCKHOLM, V7 SE-111 20

Vice Pres. Quality & Manufact.

Signatures

/s/ Svante Mogefors 02/07/2014

**Signature of Date
Reporting Person

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).

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

- (1) 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.
- (2) The range of prices for such transaction is \$92.33 to \$92.42.
- (3) The range of prices for such transaction is \$92.34 to \$92.74.
- (4) The range of prices for such transaction is \$92.59 to \$92.65.
- (5) The range of prices for such transaction is \$92.65 to \$92.66.
- (6) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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