

Cheng Jennifer
 Form 4
 December 10, 2018

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

OMB APPROVAL

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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 *
 Cheng Jennifer

(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)
 12/06/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 President, Autoliv China

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D)	Price		
				Code	V	Amount	

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Restricted Stock Unit	(1)	12/06/2018	A ⁽²⁾		6.4162		02/19/2020 ⁽³⁾	02/19/2020 ⁽³⁾	Common Stock	6.
Restricted Stock Unit ⁽⁴⁾	(1)	12/06/2018	A ⁽²⁾		4.4271		02/19/2020 ⁽³⁾	02/19/2020 ⁽³⁾	Common Stock	4.
Restricted Stock Unit	(1)	12/06/2018	A ⁽²⁾		9.4342		02/13/2021 ⁽⁵⁾	02/13/2021 ⁽⁵⁾	Common Stock	9.

Reporting Owners

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

Signatures

/s/ Brian Kelly as
attorney-in-fact 12/10/2018

 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) Each restricted stock unit (RSU) represents a contingent right to receive one share of ALV common stock.
- (2) Dividend equivalent rights accrued in the form of additional RSUs. Per the award agreement, cash dividends with a record date on or after the grant date and paid on or before the vesting date yield additional RSUs subject to the same vesting schedule as the underlying RSUs.
- (3) The RSUs vest and convert to shares in one installment on the third anniversary of February 19, 2017.
- (4) Reflects performance shares that converted to RSUs in connection with the spin-off of the issuer's wholly-owned subsidiary Veoneer, Inc. on June 29, 2018.
- (5) The RSUs vest and convert to shares in one installment on the third anniversary of February 13, 2018.

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.