AUTOLIV INC Form 4/A March 27, 2014

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

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(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * Nellis Anthony J

> (First) (Middle)

> > (Zip)

2. Transaction Date 2A. Deemed

C/O AUTOLIV. INC., VASAGATAN 11, 7TH **FLOOR**

(Street)

STOCKHOLM, V7 SE-111 20

(State)

2. Issuer Name and Ticker or Trading

Symbol

AUTOLIV INC [ALV] 3. Date of Earliest Transaction

(Month/Day/Year) 02/19/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

02/21/2014

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

> Code (Month/Day/Year) (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

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)

3. Transaction Date 3A. Deemed 1. Title of Derivative (Month/Day/Year) Execution Date, if Conversion

5. Number Transaction Derivative Date

6. Date Exercisable and Expiration

7. Title and Amou Underlying Securi

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

See Remarks

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

6. Ownership

Form: Direct

(Instr. 4)

X Form filed by One Reporting Person

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

Issuer

below)

Director

Applicable Line)

5. Amount of

Securities

Following

Owned

Beneficially

X_ Officer (give title

Estimated average

burden hours per

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	3)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code Y	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Restricted Stock Unit	<u>(1)</u>	02/19/2014		A		418 (4)		02/19/2017(2)	02/19/2017(2)	Common Stock	41
Employee Stock Option (right to buy)	\$ 94.87	02/19/2014		A		1,253 (4)		02/19/2015(3)	02/19/2024	Common Stock	1,2

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Nellis Anthony J								
C/O AUTOLIV, INC.			Caa Damantra					
VASAGATAN 11, 7TH FLOOR			See Remarks					
STOCKHOLM, V7 SE-111 20								

Signatures

/s/ Anthony J.
Nellis

**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 represents a contingent right to receive one share of ALV common stock.
- (2) The restricted stock units vest and convert to shares in one installment on the third anniversary of the grant date.
- (3) The options vest in one installment on the first anniversary of the grant date.
- (4) This amendment is being filed to correct an inadvertent error related to the number of options and restricted stock units granted to the reporting person.

Remarks:

Interim VP Legal Affairs, General Counsel and Secretary

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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