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 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

(Print or Type Responses)

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

> (First) (Middle)

(Last)

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

(Street)

STOCKHOLM, V7 SE-111 20

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

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

See Remarks

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

below)

(State) (Zip) (City) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or

5. Amount of Securities Beneficially Owned Following

6. Ownership Form: Direct (D) or Indirect Beneficial (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

Reported Transaction(s) (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)

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number Transaction Derivative Date

6. Date Exercisable and Expiration

7. Title and Amou Underlying Securi

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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.			See Remarks					
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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