Backman Mats
Form 4
September 10, 2018

FORM 4

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

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

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Backman Mats

(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)
09/06/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 ar Underlyin

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 a
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Unit	(1)	09/06/2018		A(2)(3)	9.1529		02/19/2020(4)	02/19/2020(4)	Commo Stock
Restricted Stock Unit (8)	(1)	09/06/2018		A(3)(9)	6.3155		02/19/2020(4)	02/19/2020(4)	Commo Stock
Restricted Stock Unit	(1)	09/06/2018		A(3)(10)	13.4424		02/13/2021(11)	02/13/2021(11)	Commo Stock
Restricted Stock Unit (12)	(1)						05/09/2019	05/09/2019	Commo Stock
Restricted Stock Unit (13)	(1)						05/09/2019	05/09/2019	Commo Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Backman Mats C/O AUTOLIV, INC. KLARABERGSVIADUKTEN 70, SECTION B7 STOCKHOLM, V7 SE-111 64				See Remarks

Signatures

/s/ Mats Backman	09/06/2018
**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 to RSUs granted on February 19, 2017.

(3) 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.

(4) The RSUs vest and convert to shares in one installment on the third anniversary of February 19, 2017.

(5)

As reported in the Registration Statement on Form 10 filed by Veoneer, Inc. ("VNE") with the SEC, in connection with the distribution by ALV of 100% of the outstanding shares of common stock of VNE on a pro rata basis to ALV stockholders on June 29, 2018 (the "Spin-off"), stock-based awards granted by ALV prior to the Spin-off were converted into adjusted stock-based awards relating to both shares of ALV and VNE common stock. With certain limited exceptions, the adjusted awards are subject to the same or equivalent vesting conditions and other terms that applied to the applicable original ALV award immediately before the Spin-off. For each holder of an RSU, 50% of the outstanding stock award value, as calculated immediately prior to the spin-off, was converted to an RSU of VNE, and 50% to an RSU of ALV, with an adjustment to the number of shares as required to preserve the value inherent in the stock award before and after the distribution.

(6) (Continued form footnote 5) Outstanding performance shares were converted to RSUs of both ALV and VNE as described above, with the number of performance shares so converting determined based on: (i) for the period between the beginning of the performance period and December 31, 2017, the actual level of performance measured as of December 31, 2017; and (ii) for the period following December 31, 2017 and the last day of the applicable performance period, actual performance measured as of December 31, 2017, or target level performance, whichever was greater. The conversion and adjustment described herein is referred to as the "Spin-off Conversion and Adjustment."

(7) The number of RSUs held following the Spin-off Conversion and Adjustment.

(8) RSUs received in connection with the Spin-Off Conversion and Adjustment of performance shares granted by ALV on February 19, 2017.

(9) Dividend equivalent rights accrued in the form of additional RSUs.

(10) Dividend equivalent rights accrued in the form of additional RSUs to RSUs granted on February 13, 2018.

(11) The RSUs vest and convert to shares in one installment on the third anniversary of February 13, 2018.

(12) RSUs received in connection with the Spin-Off Conversion and Adjustment of performance shares granted by ALV on May 9, 2016.

(13) RSUs received in connection with the Spin-Off Conversion and Adjustment of RSUs granted by ALV on May 9, 2016.

Remarks:

Chief Financial Officer and Executive Vice President, Finance

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.