

Carlson Jan  
Form 4  
February 23, 2011

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

OMB APPROVAL

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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 *                     |         |          | 2. Issuer Name and Ticker or Trading Symbol          | 5. Relationship of Reporting Person(s) to Issuer  |
| Carlson Jan   |         |          | AUTOLIV INC [ALV]                                    | (Check all applicable)  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)     | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner                               |
| C/O AUTOLIV, INC., WORLD TRADE CENTER, KLARABERGSVIADUKTEN 70 |         |          | 02/19/2011   | <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| (Street)  |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year) | President & CEO   |
| STOCKHOLM, V7 SE-107 24                                       |         |          |  | 6. Individual or Joint/Group Filing(Check Applicable Line)  |
| (City)  | (State) | (Zip)    |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person  |
|   |         |          |  | <input type="checkbox"/> 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  | (D)  | Price                             |
| Common Stock                    | 02/19/2011                           |  | M                              |   | 6,667   | A  | 72.95                             |
|                                 |                                      |  |                                |   |   |  | 27,101                            |
|                                 |                                      |  |                                |   |   |  | \$                                |
|                                 |                                      |  |                                |   |   |  | (1)                               |

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.**

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit                      | (2)  | 02/19/2011                           |  | M                              | 6,667   | 02/19/2011 02/19/2011                                    | Common Stock  | 6,667                         |
| Restricted Stock Unit                      | (2)  | 02/22/2011                           |  | A                              | 4,760   | 02/22/2014 02/22/2014                                    | Common Stock  | 4,760                         |
| Stock Option                               | \$ 72.95   | 02/22/2011                           |  | A                              | 14,280  | 02/22/2012 02/22/2021                                    | Common Stock  | 14,280                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| Carlson Jan<br>C/O AUTOLIV, INC., WORLD TRADE CENTER<br>KLARABERGSVIADUKTEN 70<br>STOCKHOLM, V7 SE-107 24 | X             |           | President & CEO |       |

## Signatures

/s/ Jan Carlson 02/23/2011

\*\*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) Represents the closing price on February 22, 2011. No consideration was or is payable by the reporting person.
- (2) The Restricted Stock Units and 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.