

Lofvenholm Johan
 Form 4
 May 08, 2012

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 *
 Lofvenholm Johan

2. Issuer Name and Ticker or Trading Symbol
 AUTOLIV INC [ALV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/08/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP Engineering

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

STOCKHOLM, V7 SE-111 20

(City) (State) (Zip)

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)
			Code	V Amount (A) or (D) Price			
Common Stock	05/08/2012		M	750 A \$ 47.46	750	D	
Common Stock	05/08/2012		S ⁽¹⁾	750 D \$ 60.13	0	D	
Common Stock	05/08/2012		M	1,000 A \$ 49.6	1,000	D	
Common Stock	05/08/2012		S ⁽¹⁾	1,000 D \$ 60.13	0	D	
Common Stock	05/08/2012		M	1,100 A \$ 59.01	1,100	D	

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Common Stock	05/08/2012	S ⁽¹⁾	1,100	D	\$ 60.13	0	D
Common Stock	05/08/2012	M	1,500	A	\$ 51.67	1,500	D
Common Stock	05/08/2012	S ⁽¹⁾	1,500	D	\$ 60.13	0	D
Common Stock	05/08/2012	M	2,250	A	\$ 44.7	2,250	D
Common Stock	05/08/2012	S ⁽¹⁾	2,250	D	\$ 60.13	0	D

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 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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option	\$ 47.46	05/08/2012		M	750	01/10/2006 01/10/2015	Common Stock	750
Stock Option	\$ 49.6	05/08/2012		M	1,000	01/09/2007 01/09/2016	Common Stock	1,000
Stock Option	\$ 59.01	05/08/2012		M	1,100	02/14/2008 02/14/2017	Common Stock	1,100
Stock Option	\$ 51.67	05/08/2012		M	1,500	02/19/2009 02/19/2018	Common Stock	1,500
Stock Option	\$ 44.7	05/08/2012		M	2,250	02/18/2011 02/18/2020	Common Stock	2,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lofvenholm Johan C/O AUTOLIV, INC. VASAGATAN 11, 7TH FLOOR STOCKHOLM, V7 SE-111 20			VP Engineering	

Signatures

/s/ Johan
Lofvenholm 05/08/2012
**Signature of Date
Reporting Person

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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on May 4, 2012.
 - (2) 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.