

Ward Michael Jon
Form 4
March 02, 2011

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *

Ward Michael Jon

(Last) (First) (Middle)

C/O AUTOLIV, INC., WORLD TRADE
CENTER, KLARABERGSVIADUKTEN
70

(Street)

STOCKHOLM, V7 SE-107 24

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading

Symbol

AUTOLIV INC [ALV]

3. Date of Earliest Transaction

(Month/Day/Year)

02/28/2011

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give ____ Other (specify
title below) below)
President, Autoliv Americas

4. If Amendment, Date Original

Filed(Month/Day/Year)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/28/2011		M		7,320	A \$ 44.7	8,070 D
Common Stock	02/28/2011		M		6,000	A \$ 51.67	14,070 D
Common Stock	02/28/2011		M		3,750	A \$ 59.01	17,820 D
Common Stock	02/28/2011		S		2,237	D \$ 74.84	15,583 D
Common Stock	02/28/2011		S		5,083	D \$ 74.61	10,500 D

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Common Stock	02/28/2011	S	1,935	D	\$ 74.92	8,565	D
Common Stock	02/28/2011	S	4,065	D	\$ 74.61	4,500	D
Common Stock	02/28/2011	S	1,694	D	\$ 74.9	2,806	D
Common Stock	02/28/2011	S	2,056	D	\$ 74.61	750	D

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

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(9-02)

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. D S (I		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 44.7	02/28/2011		M		7,320		02/18/2011	02/18/2020	Common Stock	7,320
Stock Option	\$ 51.67	02/28/2011		M		6,000		02/19/2009	02/19/2018	Common Stock	6,000
Stock Option	\$ 59.01	02/28/2011		M		3,750		02/14/2008	02/14/2017	Common Stock	3,750

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ward Michael Jon C/O AUTOLIV, INC., WORLD TRADE CENTER KLARABERGSVIADUKTEN 70 STOCKHOLM, V7 SE-107 24	President, Autoliv Americas

Signatures

/s/ Michael Jon
Ward

03/02/2011

__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).

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

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