# **HUMBLA CLAES** F

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Form 5		
February	15, 2002	2

FORM	5						
		U.S.	SECURITIES	AND	EXCHAN	IGE	COMMISSION
			WASHING	ΓON,	D.C.	205	549
			ANNUAL	STAT	ΓΕΜΕΝΤ	OF	

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

CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
l
OMB NUMBER: 3235-0362
EXPIRES:
PENDING
ESTIMATED AVERAGE
BURDEN HOURS
PER RESPONSE1.0
1

or Section 30(f) of the Company Act of		
/_X_/ Check this box if no los Section 16. Form 4 or Form tontinue. See Instruction	orm 5 obligations may	
// Form 3 Holdings Reported		
// Form 4 Transaction Repor	ted	
1. Name and Address of Report	ing Person	
HUMBLA	CLAES	
(Last)	(First)	(Middle)
KLARABERGSVIADUKTEN		
	(Street)	
STOCKHOLM	SWEDEN	SE 107 24
(City)	(State)	(Zip)
2. Issuer Name and Ticker or	Trading Symbol	
AUTOLIV, INC. [ALV]		
3. IRS or Social Security Number		
4. Statement for Month/Year		
12/01		
5. If amendment, Date of Orig		
6. Relationship of Reporting :  Director  Officer (give title be	10	eck all applicable) % Owner her (specify below)

Formerly Vice President - Human Resources

7. Individual or Joint/Group Reporting (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)
3. Transaction Code (Instr. 8)
4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
Amount (A) or (D) Price
5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)
6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
7. Nature of Indirect Beneficial Ownership (Instr. 4)
[TYPE ENTRIES HERE]
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 of Exercise Price of Derivative Security
3. Transaction Date (Month/Day/Year)

4. Transa	action Code	(Instr.	8)				
5. Number 3, 4 a		ive Secu	rities Acquire	d (A) or Dispo	osed of (D)	(Instr.	
_	(A)				(D)		
6. Date E	Exercisable		ration Date (M				
	Date Exer	cisable		Expi			
			lying Securiti				
	Title			Amount or 1		ares	
			rity (Instr. 4)				
9. Number			rities Benefic				
10. Owner	ship of Der	ivative	Security: Dire	ct (D) or Ind	irect (I) (I	Instr. 4)	
11. Natur	re of Indire	ct Benef	icial Ownershi	p (Instr. 4)			
TYPE ENI	 [RIES HERE]						
1.		4.		6.		7.	 
			(A) 5318 (A) 10,000				

## EXPLANATION OF RESPONSES:

- (1) The options were issued pursuant to the commitments assumed on December 15, 2000, in connection with the cancellation of previously issued options. The options issued on June 18, 2001 represent 20% of the number of options canceled on December 15, 2000.
- (2) The options were issued pursuant to the 1997 Stock Incentive Plan.
- (3) Common Stock, par value \$1 per share.
- (4) This number does not include other derivative securities (Restricted Stock Units) previously issued and reported.

/S/ Claes Humbla				2/12/02	
**	SIGNATURE	OF	REPORTING	PERSON	DATE

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\*\* 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 provided is insufficient, see Instruction 6 for procedure

Potential persons who are to respond to the collection of information contained in this form are nor required to respond unless the form displays a currently valid OMB number.

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