**ODMAN MATS** Form 4 January 04, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

**OMB APPROVAL OMB** 

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Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

(Middle)

(Zip)

(Print or Type Responses)

1(b).

(Last)

(City)

Common

Stock

70 S-107

See Instruction

1. Name and Address of Reporting Person \* **ODMAN MATS** 

(First)

CENTER, KLARABERGSVIADUKTEN

(Street)

(State)

C/O AUTOLIV INC WORLD TRADE

2. Issuer Name and Ticker or Trading Symbol

AUTOLIV INC [ALV]

3. Date of Earliest Transaction

01/03/2006

(Month/Day/Year) Director

X\_ Officer (give title below)

below) VP Investor Relations

5. Relationship of Reporting Person(s) to

(Check all applicable)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Issuer

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

STOCKHOLM SWEDEN, V7 00000

01/03/2006

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

10% Owner

Other (specify

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

\$

M 2,500 A

21.36 5,202 (1)

D

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

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SEC 1474 (9-02)

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. Transacti Code (Instr. 8)	5. Number conf 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)	
				Code V	ŕ	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	01/03/2006		M	2,500	01/03/2006	01/03/2006	Common Stock	2,500

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

ODMAN MATS C/O AUTOLIV INC WORLD TRADE CENTER KLARABERGSVIADUKTEN 70 S-107 STOCKHOLM SWEDEN, V7 00000

**VP Investor Relations** 

## **Signatures**

Mats Odman 01/04/2006

\*\*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) The Closing Price of the Common Stock on the day of the grant, January 2, 2003, was USD 21.36. No consideration was or is payable by the officer.
- (2) The Restricted Stock Units were granted under the Company's Stock Incentive Plan of 1997, as amended, on January 2, 2003, and free of charge for the officers.
- (3) Including 4000 RSUs and 37635 Stock Options

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.

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