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SUNDBERG LARS JOHAN

Form 5

February 15, 2002

FORM 5

U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
ANNUAL STATEMENT OF  
CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
OMB NUMBER: 3235-0362
EXPIRES:
PENDING
ESTIMATED AVERAGE
BURDEN HOURS
PER RESPONSE.....1.0

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(f) of the Investment  
Company Act of 1940

Check this box if no longer subject to  
Section 16. Form 4 or Form 5 obligations may  
continue. See Instructions 1(b).

Form 3 Holdings Reported

Form 4 Transaction Reported

-----  
1. Name and Address of Reporting Person

SUNDBERG	LARS	JOHAN
-----	-----	-----
(Last)	(First)	(Middle)
TORSGATAN 8A		
-----	-----	-----
	(Street)	
UPPSALA	SWEDEN	SE-753 15
-----	-----	-----
(City)	(State)	(Zip)

-----  
2. Issuer Name and Ticker or Trading Symbol

AUTOLIV, INC. [ALV]

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3. IRS or Social Security Number of Reporting Person, if an entity (Voluntary)

-----  
4. Statement for Month/Year

12/01

-----  
5. If amendment, Date of Original (Month/Year)

-----  
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)

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Director of Information Technology  
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- 7. Individual or Joint/Group Reporting (check applicable line)  
   Form Filed by One Reporting Person  
  \_\_\_\_ Form Filed by More than one Reporting Person

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

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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)

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Amount	(A) or (D)	Price
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5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year  
(Instr. 3 and 4)

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

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7. Nature of Indirect Beneficial Ownership (Instr. 4)

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[TYPE ENTRIES HERE]

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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

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3. Transaction Date (Month/Day/Year)

-----

4. Transaction Code (Instr. 8)

-----

5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr.

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3, 4 and 5)

-----  
 (A) (D)  
 -----  
 6. Date Exercisable and Expiration Date (Month/Day/Year)

-----  
 Date Exercisable Expiration Date  
 -----

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

-----  
 Title Amount or Number of Shares  
 -----

8. Price of Derivative Security (Instr. 4)

-----  
 9. Number of Derivative Securities Beneficially Owned at End of Year  
 (Instr. 4)

-----  
 10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)

-----  
 11. Nature of Indirect Beneficial Ownership (Instr. 4)

-----  
 [TYPE ENTRIES HERE]

1.	3.	4.	5.	6.	7.
Options	06/18/01	A(1)	(A) 3,300	06/18/02 06/18/11	Common Stock(2)

EXPLANATION OF RESPONSES:

- (1) The options were issued pursuant to the 1997 Stock Incentive Plan.
- (2) Common Stock, par value \$1 per share.

-----  
 /S/ Lars Johan Sundberg 2/12/02  
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 \*\* 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

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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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