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WELIN PER
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

| | | |
|-------------------------|-----------|-----------|
| WELIN | PER | |
| (Last) | (First) | (Middle) |
| KLARABERGSVIADUKTEN 70, | BOX 70381 | |
| | (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 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 checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| <input type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |

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7. Individual or Joint/Group Reporting (check applicable line)
_X_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

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)

| | (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]

| 1. | 2. | 3. | 4. | | |
|---------------------------------------|----------|----|-----|-----|-----|
| Common Stock, par value \$1 per share | 04/24/01 | A | 802 | (A) | \$0 |

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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 of 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. 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]

EXPLANATION OF RESPONSES:

| | |
|----------------------------------|---------|
| ----- | ----- |
| /S/ Per Welin | 2/12/02 |
| ** SIGNATURE OF REPORTING PERSON | DATE |

** Intentional misstatements or omissions of facts constitute Federal

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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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