WESTERBERG LARS
Form 5
February 15, 2002

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   FORM 5

            U.S. SECURITIES AND EXCHANGE COMMISSION      _____
                   WASHINGTON, D.C.  20549              |    OMB APPROVAL      |
                    ANNUAL STATEMENT OF                 |_____|
                CHANGES IN BENEFICIAL OWNERSHIP         |OMB NUMBER: 3235-0362|
                                                        |EXPIRES:             |
                                                        | PENDING             |
              Filed pursuant to Section 16(a) of the    |ESTIMATED AVERAGE    |
                Securities Exchange Act of 1934,        |BURDEN HOURS         |
              Section 17(a) of the Public Utility       |PER RESPONSE......1.0|
                 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

            WESTERBERG               LARS
    -------------------------------------------------------------------------
         (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)
       _X_ Director                                10% Owner
       _X_ Officer (give title below)              Other (specify below)
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1

President and Chief Executive Officer

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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
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1. Title of Security (Instr. 3)

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2. Transaction Date (Month/Day/Year)

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3. Transaction Code (Instr. 8)

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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)

[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)

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2. Conversion of Exercise Price of Derivative Security

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3. Transaction Date (Month/Day/Year)

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4. Transaction Code (Instr. 8)

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

      3, 4 and 5)

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

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

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                 Title   Amount or Number of Shares
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8. Price of Derivative Security (Instr. 4)

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

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

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

[TYPE ENTRIES HERE]

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1.   3.   4.   5.   6.   7.
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----------- ---------- -------- ----------- ----------------------- ---------------------------
Options   06/18/01   A(1)   (A)9,000   06/18/02   06/18/11   Common Stock(3)   9,000
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Options   06/18/01   A(2)   (A)40,000   06/18/02   06/18/11   Common Stock(3)   40,000
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    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.

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      /S/ Lars Westerberg                      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

  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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