

Edgar Filing: MARSAUD BENOIT - Form 5

MARSAUD BENOIT
 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

MARSAUD	BENOIT	
(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)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice President - Manufacturing

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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

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]

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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

3. Transaction Date (Month/Day/Year)

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)

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

----- Title	----- Amount or Number of Shares
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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.	9.	10.
Options	06/18/01	A(1)	(A) 3,364	06/18/02	06/18/11	Common Stock (3) 3,364	13,364 (4)
Options	06/18/01	A(2)	(A) 10,000	06/18/02	06/18/11	Common Stock (3) 10,000	13,360 (4)

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/ Benoit Marsaud

2/12/02

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** SIGNATURE OF REPORTING PERSON

DATE

** 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 not required to respond unless the form
displays a currently valid OMB number.

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