Wallin Mats Form 4 February 15, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Wallin Mats

2. Issuer Name and Ticker or Trading Symbol

Issuer

AUTOLIV INC [ALV]

(Month/Day/Year)

Filed(Month/Day/Year)

02/14/2007

(Check all applicable)

Corporate Controller

below)

5. Relationship of Reporting Person(s) to

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director X_ Officer (give title below)

10% Owner Other (specify

C/O AUTOLIV, 2 WORLD TRADE CENTER, KLARABERGSVIADUKTEN 70

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

STOCKHOLM, V7 SE-107 24

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

(City)

1. Title of

Security

(Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or 5. Amount of Securities Beneficially

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

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Month/Day/Year)

(Zip)

Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

> Following Reported

Owned

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number 6. Date Exercisable and Transactionof **Expiration Date**

7. Title and Amount of 8. Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)		s I	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (I	D) Date Exercisable	Expiration e Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	02/14/2007		A	300	02/14/20	010 02/14/2010	Common Stock	300	
Stock Option	\$ 59.01	02/14/2007		A	900	02/14/20	008 02/14/2017	Common Stock	900	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Wallin Mats C/O AUTOLIV, 2 WORLD TRADE CENTER KLARABERGSVIADUKTEN 70 STOCKHOLM, V7 SE-107 24

Corporate Controller

Signatures

Mats Wallin 02/15/2007

**Signature of Person Date

Reporting Person

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 Restricted Stock Units and the Stock Options were gratned under the Company's Stock Incentive Plan of 1997, as amended, and free of charge for the officers.
- (2) Includes 760 RSU's and 1375 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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