

Edgar Filing: AUTOLIV INC - Form SC 13G

AUTOLIV INC  
Form SC 13G  
February 14, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Autoliv, Inc.

-----  
(Name of Issuer)

COMMON STOCK

-----  
(Title of Class of Securities)

52800109  
(CUSIP Number)

December 31, 2001

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 52800109  
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1. NAMES OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

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General Electric Pension Trust  
I.R.S. # 14-6015763

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

-----  
NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH:

5. SOLE VOTING POWER

None

-----  
6. SHARED VOTING POWER

3,004,129

-----  
7. SOLE DISPOSITIVE POWER.

None

-----  
8. SHARED DISPOSITIVE POWER.

3,004,129

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,004,129

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.1% (6.1% if aggregated with the shares beneficially owned by the other  
Reporting Persons (as defined in the Introductory Note))

-----  
12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

EP

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NY 629250

CUSIP No. 52800109

1. NAMES OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

GE Asset Management Incorporated, as Investment Manager of GEPT (as defined below) and Investment Adviser to certain other entities and accounts  
I.R.S. #06-1238874

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5.	SOLE VOTING POWER
	2,813,415

6.	SHARED VOTING POWER
	3,152,731

7.	SOLE DISPOSITIVE POWER.
	2,813,415

8.	SHARED DISPOSITIVE POWER.
	3,152,731

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,966,146

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.1%

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12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA, CO

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CUSIP No. 52800109

1. NAMES OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

General Electric Insurance Plan Trust  
I.R.S. # 51-0169382

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5.	SOLE VOTING POWER
	0

6.	SHARED VOTING POWER
	148,602

7.	SOLE DISPOSITIVE POWER.
	0

8.	SHARED DISPOSITIVE POWER.
	148,602

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

148,602

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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0.2% (6.1% if aggregated with the shares beneficially owned by the other Reporting Persons)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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CUSIP NO. 52800109

1. NAMES OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

General Electric Company

I.R.S. #14-0689340

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

NUMBER OF SHARES 5. SOLE VOTING POWER

BENEFICIALLY OWNED

BY EACH REPORTING

PERSON WITH:

None

6. SHARED VOTING POWER

Disclaimed (see 9 below)

7. SOLE DISPOSITIVE POWER.

None

8. SHARED DISPOSITIVE POWER.

Disclaimed (see 9 below)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Beneficial ownership of all shares disclaimed by General Electric Company

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

Disclaimed (see 9 above)

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Not Applicable (see 9 above)

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12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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INTRODUCTORY NOTE: This Statement on Schedule 13G is filed on behalf of General Electric Company, a New York corporation ("GE"), GE Asset Management Incorporated, a Delaware corporation and a wholly owned subsidiary of GE ("GEAM"), General Electric Pension Trust, a New York common law trust ("GEPT") and General Electric Insurance Plan Trust, a New York common law trust ("GEIPT") (the "Schedule 13G"). GEAM is a registered investment adviser and acts as Investment Manager of GEPT and GEIPT, and as Investment Adviser to certain other entities and accounts. GEAM may be deemed to be the beneficial owner of 3,004,129 shares of Common Stock of Autoliv, Inc. (the "Issuer") owned by GEPT, of 148,602 shares of Common Stock of the Issuer owned by GEIPT and of 2,813,415 shares of Common Stock of the Issuer owned by such other entities and accounts. GEAM, GEPT and GEIPT each expressly disclaim that they are members of a "group." GE disclaims beneficial ownership of all shares and expressly disclaims that it is a member of a "group."

Item 1(a) Name of Issuer

-----

Autoliv, Inc.

Item 1(b) Address of Issuer's Principal Executive Office

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World Trade Center  
Klarabergsviadukten 70  
Box 70381  
SE-107 24 Stockholm, Sweden

Item 2(a) Name of Person Filing

-----

General Electric Pension Trust

GE Asset Management Incorporated as Investment Manager of GEPT and GEIPT and as Investment Adviser to certain entities and accounts

General Electric Company

General Electric Insurance Plan Trust

Item 2(b) Address of Principal Business Office or, if none, Residence

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The address of the principal offices of GEPT, GEIPT and GEAM is 3003 Summer Street Stamford, Connecticut 06904. The address of the principal offices of General Electric Company is 3135 Easton Turnpike, Fairfield, Connecticut 06431.

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Item 2(c)            Citizenship  
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General Electric Pension Trust - New York common law trust  
GE Asset Management Incorporated - Delaware corporation  
General Electric Company - New York corporation  
General Electric Insurance Plan Trust - New York common law trust

Item 2(d)            Title of Class of Securities  
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Common Stock

Item 2(e)            CUSIP Number  
-----

52800109

Item 3              If this statement is filed pursuant to ss.240.13d-1(b) or  
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240.13-2(b) or (c), check whether the person filing is a:  
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- (a)  Broker or Dealer registered under Section 15 of the Act (15 U.S.C.78o)
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C.78c)
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C.78c)
- (d)  Investment Company registered under Section 8 of the Investment Company Act of 1940 (U.S.C.80a-8)
- (e)  An Investment Adviser in accordance with ss.240.13-1(b)(1)(ii)(E)
- (f)  An Employee Benefit Plan or Endowment Fund in accordance with ss.240.13d-1(b)(1)(ii)(F)
- (g)  A Parent Holding Company or Control Person in accordance with ss.240.13d-1(b)(1)(ii)G)
- (h)  A Savings Association as defined in Section 3(b) of the federal Deposit Insurance Act (U.S.C. 1813)

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(i)  A Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)

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(j)  Group, in accordance with ss.240.13d-1(b)(1)(ii)(J)

Item 4 Ownership

	GEPT	GEAM	GEIPT
(a) Amount beneficially owned	3,004,129	5,966,146	148,602
(b) Percent of class	3.1%	6.1%	0.2%
(c) No. of shares to which person has			
(i) sole power to vote or direct the vote	None	2,813,415	None
(ii) shared power to vote or direct	3,004,129	3,152,731	148,602
(iii) sole power to dispose or to direct disposition	None	2,813,415	None
(iv) share power to dispose or to direct disposition	3,004,129	3,152,731	148,602

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6 Ownership of More than Five Percent on Behalf of Another

Person

Not Applicable

Item 7 Identification and Classification of the Subsidiary Which

Acquired the Security Being Reported on by the Parent



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Holding Company  
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Not Applicable

Item 8 Identification and Classification of Members of the Group  
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See Introductory Note above

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Item 9 Notice of Dissolution of Group  
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Not Applicable

Item 10 Certification  
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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2002

GENERAL ELECTRIC PENSION TRUST  
By: GE Asset Management Incorporated,  
its Investment Manager

By: /s/ Michael M. Pastore  
-----

Name: Michael M. Pastore  
Title: Vice President

GE ASSET MANAGEMENT INCORPORATED

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By: /s/ Michael M. Pastore

-----  
Name: Michael M. Pastore  
Title: Vice President

GENERAL ELECTRIC COMPANY

By: /s/ John H. Myers

-----  
Name: John H. Myers  
Title: Vice President

GENERAL ELECTRIC INSURANCE PLAN TRUST  
By: GE Asset Management Incorporated,  
its Investment Manager

By: /s/ Michael M. Pastore

-----  
Name: Michael M. Pastore  
Title: Vice President

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Schedule I

JOINT FILING AGREEMENT

-----  
This will confirm the agreement by and between all the undersigned that the Schedule 13G on or about this date and any amendments thereto with respect to the beneficial ownership by the undersigned of shares of the Common Stock of Autoliv, Inc. is being filed on behalf of each of the undersigned.

Dated: February 14, 2002

GENERAL ELECTRIC PENSION TRUST  
By: GE Asset Management Incorporated,  
its Investment Manager

By: /s/ Michael M. Pastore

-----  
Name: Michael M. Pastore  
Title: Vice President

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GE ASSET MANAGEMENT INCORPORATED

By: /s/ Michael M. Pastore

-----  
Name: Michael M. Pastore  
Title: Vice President

GENERAL ELECTRIC COMPANY

By: /s/ John H. Myers

-----  
Name: John H. Myers  
Title: Vice President

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GENERAL ELECTRIC INSURANCE PLAN TRUST  
By: GE Asset Management Incorporated,  
its Investment Manager

By: /s/ Michael M. Pastore

-----  
Name: Michael M. Pastore  
Title: Vice President

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