

TRUSTEES OF GENERAL ELECTRIC PENSION TRUST
Form SC 13G/A
February 14, 2003

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)

Autoliv, Inc.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

52800109

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

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

- | | |
|-------------------------------------|----------------|
| <input checked="" type="checkbox"/> | Rule 13d-1(b) |
| <input type="checkbox"/> | Rule 13d-1(c) |
| <input type="checkbox"/> | 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

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

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

5. SOLE VOTING POWER

None

6. SHARED VOTING POWER

1,634,536

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE DISPOSITIVE POWER

None

8. SHARED DISPOSITIVE POWER

1,634,536

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

1,634,536

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

0

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

1.67% (3.0% 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

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

5. SOLE VOTING POWER

1,219,526

6. SHARED VOTING POWER

1,717,345

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE DISPOSITIVE POWER

1,219,526

8. SHARED DISPOSITIVE POWER

1,717,345

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

2,936,871

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

0

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

3.0%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA, CO

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

5. SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

82,809

7. SOLE DISPOSITIVE POWER

None

8. SHARED DISPOSITIVE POWER

82,809

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

82,809

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

0

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

0.08% (3.0% if aggregated with the shares beneficially owned by the other Reporting Persons)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

EP

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

5. SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

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)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
Not Applicable (see 9 above)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

INTRODUCTORY NOTE: This Amendment No. 1 amends the Statement on Schedule 13G 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) on February 14, 2002 (as amended, 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 1,634,536 shares of Common Stock of Autoliv, Inc. (the Issuer) owned by GEPT, of 82,809 shares of Common Stock of the Issuer owned by GEIPT and of 1,219,526 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.

The Items from the Schedule 13G are hereby amended to read as follows:

Item 4 Ownership

| | GEPT | GEAM | GEIPT | GE |
|--|-----------|-----------|--------|------------|
| (a) Amount beneficially owned | 1,634,536 | 2,936,871 | 82,809 | Disclaimed |
| (b) Percent of class | 1.67% | 3.0% | 0.08% | Disclaimed |
| (c) No. of shares to which person has | | | | |
| (i) sole power to vote or direct the vote | None | 1,219,526 | None | None |
| (ii) shared power to vote or direct the vote | 1,634,536 | 1,717,345 | 82,809 | Disclaimed |
| (iii) sole power to dispose or to direct disposition | None | 1,219,526 | None | None |
| (iv) share power to dispose or to direct disposition | 1,634,536 | 1,717,345 | 82,809 | Disclaimed |

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:

x

Item 10 Certification

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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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, 2003

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

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

TRUSTEES OF GENERAL ELECTRIC PENSION TRUST

3003 Summer Street, P.O. Box 7900
Stamford, Connecticut 06904

The names of the Trustees of General Electric Pension Trust are as follows:

Eugene K. Bolton

Michael J. Cosgrove

Ralph R. Layman

Alan M. Lewis

Robert A. MacDougall

John H. Myers

Donald W. Torey

John J. Walker