

BORGWARNER INC
 Form 4
 September 03, 2009

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BONANNO PHYLLIS O

(Last) (First) (Middle)

3850 HAMLIN RD.

(Street)

AUBURN HILLS, MI 48326

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BORGWARNER INC [BWA]

3. Date of Earliest Transaction
 (Month/Day/Year)
09/01/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (9-02)

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 or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)				
Phantom Stock	(1)	01/05/2009	I			(1)	01/05/2009	Common Stock	1,326.4
Phantom Stock	(1)	02/02/2009	I			(1)	02/02/2009	Common Stock	15.76
Phantom Stock	(1)	03/02/2009	I			(1)	03/02/2009	Common Stock	15.52
Phantom Stock	(1)	04/01/2009	I			(1)	04/01/2009	Common Stock	15.47
Phantom Stock	(1)	05/01/2009	I			(1)	05/01/2009	Common Stock	13.24
Phantom Stock	(1)	06/01/2009	I			(1)	06/01/2009	Common Stock	12.89
Phantom Stock	(1)	07/01/2009	I			(1)	07/01/2009	Common Stock	13.34
Phantom Stock	(1)	08/03/2009	I			(1)	08/03/2009	Common Stock	13.78
Phantom Stock	(1)	09/01/2009	I			(1)	09/01/2009	Common Stock	14.43

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BONANNO PHYLLIS O 3850 HAMLIN RD. AUBURN HILLS, MI 48326		X		

Signatures

John J. Gasparovic as attorney-in-fact for Phyllis Bonnano 09/03/2009

__Signature of Reporting Person

Date

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).

Each share of phantom stock entitled the reporting person to receive, on the Transaction Date, the cash equivalent of one share of (1) BorgWarner common stock. Prior to payment, the reporting person had the right to transfer the value of her phantom stock account into an alternative investment account. Table II includes information regarding cash distributions from January through September 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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