BORGWARNER INC

Form 5

February 11, 2005

FORM 5

OMB APPROVAL

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

OMB Number:

3235-0362

1.0

Check this box if no longer subject to Section 16. Form 4 or Form

wasnington, D.C. 20549

Expires: January 31, 2005

5 obligations may continue. See Instruction ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES

Estimated average burden hours per response...

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer DRUMMOND JERE A Symbol BORGWARNER INC [bwa] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) _X_ Director 10% Owner Officer (give title Other (specify 12/31/2004 below) below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) Â _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Beneficially (D) or Beneficial any Code Disposed of (D) (Instr. 8) (Month/Day/Year) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price **SEC 2270**

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

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	of Underlying	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	Securities	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		(Instr. 3 and 4)	(I
	Derivative				or Disposed of			

(9-02)

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Security (D) (Instr. 3, 4,

and 5)

Expiration Title (A) (D) Date Exercisable Date

or Number of Shares

Amount

phantom common 738.42 \hat{A} \hat{A} $\frac{(1)}{(1)}$ \$0 12/31/2004 $\hat{\mathbf{A}}$ $\underline{^{(1)}}$ 738.42 A units stock

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other DRUMMOND JERE A ÂX Â Â Â

Signatures

Laurene H. Horiszny as attorney-in-fact for Jere A. Drummond

02/11/2005

**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).
- The phantom stock units were accrued under the Borg-Warner Automotive, Inc. Directors Deferred Compensation Plan and are to be settled 100% in cash according to the terms of the plan.

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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