#### **BORGWARNER INC**

Form 4

February 09, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

January 31, Expires: 2005

0.5

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

	Address of Reporting  / LAURENE H	Symbol	er Name and Ticker or Trading  GWARNER INC [bwa]	5. Relationship of Reporting Person(s) to Issuer									
(Last)	(First) (I		of Earliest Transaction /Day/Year) 2006	(Check all applicable)  Director 10% OwnerX_ Officer (give title Other (specify below) vp, general counsel & secretar									
	(Street)		nendment, Date Original onth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person									
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code Disposed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  6. Ownership Form: Direct Indirect Beneficial Ownership (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4)									
common stock	02/08/2006		A 2,614 A \$0	33,702 D									
common stock				480.889 (1) I by 401K plan									
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.													

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# 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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
performance shares	<u>(2)</u>	02/08/2006		A	4,800	<u>(3)</u>	<u>(3)</u>	common stock	4,800

De

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HORISZNY LAURENE H

vp, general counsel & secretar

### **Signatures**

Laurene H. 02/09/2006 Horiszny

\*\*Signature of 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) from 1/1/05 to 12/31/05 the participant acquired 4.901 shares in the 401K plan.
- (2) 1-for-1
- (3) The number of performance shares actually earned will depend upon the total shareholder return of the Company's common stock compared to a peer group of companies over a period ending on December 31, 2008.

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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