BORGWARNER INC
Form SC 13G/A
February 15, 2007

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)

BORGWARNER INC.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

(CUSIP Number) 099724106

December 30, 2006
Date of Event Which Requires Filing of this Statement)

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

/x/ 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).

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 control number.

Page 1 of 9 pages

1. Names of Reporting Persons and I.R.S. Identification No.

UBS AG (for the benefit and on behalf of the UBS Global

Asset Management business group of UBS AG (see Item 7)

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2. Check the Appropriate Box if a Member of a Group

a / /
b / / See Item 8 of attached schedule

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3. SEC USE ONLY

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4. Citizenship or Place of Organization

Switzerland

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power	3,740,707
	6.	Shared Voting Power	0
	7.	Sole Dispositive Power	0
	8.	Shared Dispositive Power	4,351,965

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9. Aggregate Amount Beneficially Owned by Each Reporting Person:

4,351,965*

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10. Check if the Aggregate Amount in Row 9 Excludes Certain Shares / /

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11. Percent of Class Represented by Amount in Row 9

7.6%

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12. Type of Reporting Person

BK, HC

UBS AG disclaims beneficial ownership of such securities pursuant to Rule 13d-4 under the Securities Exchange Act of 1934. In accordance with SEC Release No. 34-395-538 (January 12, 1998), this filing reflects the securities beneficially owned by the UBS Global Asset Management business group of UBS AG and its subsidiaries and affiliates on behalf of its clients (collectively, UBS). This filing does not reflect securities, if any, beneficially owned by any other division or business group of UBS.

1. Names of Reporting Persons and I.R.S. Identification No.

UBS Americas Inc.

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2. Check the Appropriate Box if a Member of a Group

a / /
b / / See Item 8 of attached schedule

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3. SEC USE ONLY

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4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power	3,171,819
	6.	Shared Voting Power	0
	7.	Sole Dispositive Power	0
	8.	Shared Dispositive Power	3,739,277

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9. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,739,277 shares*

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10. Check if the Aggregate Amount in Row 9 Excludes Certain Shares / /

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11. Percent of Class Represented by Amount in Row 9

6.5%

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12. Type of Reporting Person

HC

UBS Americas disclaims beneficial ownership of such securities pursuant to Rule 13d-4 under the Securities Exchange Act of 1934. In accordance with SEC Release No. 34-395-538 (January 12, 1998), this filing reflects the securities beneficially owned by the UBS Global Asset Management business group of UBS AG and its subsidiaries and affiliates on behalf of its clients (collectively, UBS). This filing does not reflect securities, if any, beneficially owned by any other division or business group of UBS.

1
Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only).

UBS Global Asset Management (Americas) Inc.
36-3664388

2
Check the Appropriate Box if a Member of a Group (See Instructions)
a / /
b / / See Item 8 of attached schedule.

3
SEC USE ONLY

4
Citizenship or Place of Organization - Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power	2,660,619
	6.	Shared Voting Power	0
	7.	Sole Dispositive Power	0
	8.	Shared Dispositive Power	3,210,177

9
Aggregate Amount Beneficially Owned by Each Reporting Person
3,210,177 Shares*

10
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11
Percent of Class Represented by Amount in Row (9)
5.6%

12
Type of Reporting Person (See Instructions)
IA

UBS Global Asset Management (Americas) Inc. disclaims beneficial ownership of such securities pursuant to Rule 13d-4 under the Securities Exchange Act of 1934. In accordance with SEC Release No. 34-395-538 (January 12, 1998), this filing reflects the securities beneficially owned by the UBS Global Asset Management business group of UBS AG and its subsidiaries and affiliates on behalf of its clients (collectively, UBS). This filing does not reflect securities, if any, beneficially owned by any other division or business group of UBS.
Page 4 of 9 pages

Cusip 099724106

Item 1(a). Name of Issuer:

BORGWARNER INC.

Item 1(b). Address of Issuer's Principal Executive Offices:
3850 Hamlin Road
Auburn Hills, MI 48326

Item 2(a) Name of Persons Filing:
UBS AG, UBS Americas Inc., and UBS Global Asset Management (Americas) Inc.(UBS Global AM)

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

UBS AG's principal business office is:
Bahnhofstrasse 45
PO Box CH-8021
Zurich, Switzerland

UBS Americas Inc.'s principal business office is:
677 Washington Blvd.
Stamford, CT 06901

UBS Global AM's principal business office is:
One North Wacker, Chicago, Illinois 60606

Item 2(c) Citizenship:
Incorporated by reference to Item 4 of the cover pages.

Item 2(d) Title of Class of Securities:
Common Stock (the "Common Stock")

Item 2(e) CUSIP Number:
099724106

Item 3. Type of Person Filing:

UBS AG is classified as a Bank as defined in section 3(a)(6) of the Act pursuant to no action relief granted by the staff of the Securities and Exchange Commission. UBS Americas Inc. is the parent holding company of UBS Global AM. UBS Global AM is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940.

Item 4 (a)-(c)(iv). Ownership:
Incorporated by reference to Items 5-11 of the cover pages.

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:

Accounts managed on a discretionary basis by UBS AG and UBS Global AM have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock. To the best of our knowledge, no account holds more than 5 percent of the outstanding Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Identification: UBS Global Asset Management (Americas) Inc.
Classification: IA

In addition to UBS, UBS Americas, Inc., and UBS Global AM, the following UBS affiliates and subsidiaries are part of the UBS Global Asset Management business group included in this filing: UBS Global Asset Management (US) Inc., UBS Global Asset Management Trust Company, UBS Global Asset Management International Limited, UBS Global Asset Management (Canada) Co., UBS International, Inc., UBS Global Asset Management (Australia) Ltd., UBS Global Asset Management (Hong Kong) Limited, UBS (Trust & Banking) Limited, UBS Global Asset Management (Japan) Ltd., UBS Global Asset Management (Singapore) Ltd., UBS Global Asset Management (Taiwan) Ltd., UBS Global Asset Management (France) SA, UBS Global Asset Management (Deutschland) GmbH, UBS Global Asset Management (Italia) Sim Spa, UBS Espana S.A., UBS Global Asset Management (UK) Ltd.

Cusip 099724106

Item 8 Identification and Classification of Members of the Group:

UBS Global AM is a wholly-owned subsidiary of UBS Americas Inc. which is a wholly-owned subsidiary of UBS AG. UBS AG is reporting direct and indirect beneficial ownership of holdings. UBS Americas Inc. is reporting indirect beneficial ownership of holdings by reason of its ownership of UBS Global AM. None of the reporting persons affirms the existence of a group within the meaning of Rule 13d-5(b)1).

Item 9 Notice of Dissolution of Group:

Not Applicable

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.

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.

Date: February 14, 2007

UBS AG

By: /s/ Per Dyrvik
Per Dyrvik
Managing Director

By: /s/ Teresa Ressel
Teresa Ressel
Managing Director

Cusip 099724106

UBS Americas Inc.

By: /s/ Per Dyrvik
Per Dyrvik
Managing Director

By: /s/ Teresa Ressel
Teresa Ressel
Managing Director

UBS Global Asset Management (Americas) Inc.

By: /s/Mark F. Kemper
Mark F. Kemper
Executive Director

By: /s/Michael J. Calhoun
Michael J. Calhoun
Assistant Secretary

Cusip 099724106

AGREEMENT TO MAKE A JOINT FILING

UBS AG, UBS Americas Inc., and UBS Global Asset Management (Americas) Inc. each agrees that this Schedule 13G (including all amendments hereto) is filed by and on behalf of each such party.

Date: February 14, 2007

UBS AG

By: /s/ Per Dyrvik
Per Dyrvik
Managing Director

By: /s/ Teresa Ressel
Teresa Ressel
Managing Director

UBS Americas Inc.

By: /s/ Per Dyrvik
Per Dyrvik
Managing Director

By: /s/ Teresa Ressel
Teresa Ressel
Managing Director

UBS Global Asset Management (Americas) Inc.

By: /s/Mark F. Kemper
Mark F. Kemper
Executive Director

By: /s/Michael J. Calhoun
Michael J. Calhoun
Assistant Secretary