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MCGILL JOHN M
 Form 5
 February 14, 2002

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

 FORM 5
 ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
 / / Check box if no longer subject of Section 16. Form 4 or Form 5 obligations
 may continue. See instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Act of 1934, Section 17(a) of
 the Public Utility Holding Company Act of 1935 or Section 30(f) of the
 Investment Company Act of 1940

1. Name and Address of Reporting Person
 JOHN MCGILL
 200 S. Michigan Ave.
 Chicago, IL 60604
2. Issuer Name and Ticker or Trading Symbol
 BorgWarner Inc. (BWA)
3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)
 -
4. Statement For Month/Year
 DECEMBER, 2001
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person to Issuer (Check all applicable)
 () Director (x) Officer (give title below) () 10% Owner () Other
 Vice President
7. Individual or Joint/Group Filing (Check applicable line)
 /x/ 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	2. Transaction Date (Month/Day/Year)	3. Transaction Code		4. Securities Acquired (A) or Disposed of (D)		Price
		Code	V	Amount	(A) or (D)	
Common Stock						
5. Amount of Securities Beneficially Owned at End of Month		6. Ownership Form Direct (D) or Indirect (I)		7. Nature of Indirect Beneficial Ownership		
1,500		D				

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g. Puts, Calls, Warrants, Options, Convertible Securities)

1. Title of Deriv- ative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (month \day\year)	4. Trans- action Code	5. Number of
				Derivative Securities Ac- quired (A) or Disposed of (D)

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		Code	V	(A)	(D)
Employee Stock Op-					
tion right to buy	\$48.275	7/25/01	A		5,000
Employee Stock Op-					
tion right to buy	\$48.275	7/25/01	A		5,000
Phantom Stock Units	1-for-1	1/1/01	A		445

6. Date Exercisable and Expiration Date (month/day/year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned At End Of Month	10. Ownership Form of Derivative Security (Direct (D) or Indirect (I))
7/25/03	Common Stock	5,000	5000	D
7/25/04	Common Stock	5,000	5000	D
(1)	(1) Common Stock	445	445	D

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

11. Nature of
 Indirect
 Beneficial
 Ownership

Signature of Reporting Person
 /s/ Laurene H. Horiszny
 as attorney-in-fact for JOHN MCGILL
 Date: FEBRUARY 14, 2002