FIEDLER JOHN F
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).
/ / Form 4 transactions reported.

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 F. FIEDLER
   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 31, 2001
5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer (Check all applicable)
   (x) Director (x) Officer (give title below) ( ) 10% Owner ( ) Other
   Chairman of the Board and Chief Executive Officer
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)		
		Code	V	Amount	(A)or(D)	Price
Common Stock	3/2/01	G		240	D	-
Common Stock	3/7/01	G		5100	D	-

5. Amount of Securities Beneficially Owned at End of Month	6. Ownership Form Direct (D) or Indirect (I)	7.Nature of Indirect Beneficial Ownership
-		
-		
5,903	D	Joint With Spouse
75,268.18(1)	I	By The Five Dancing Bears, L.P.
8,251	I	By Spouse

(1) Shares owned by The Five Dancing Bears, L.P. of which the reporting person is the General Partner.

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

1.Title of Derivative Security	2.Conversion or Exercise Price of Derivative Security	3.Transaction Date(month \day\year)	4.Transaction Code		5.Number of Derivative Securities Acquired(A)or Disposed of(D)	
			Code	V	(A)	(D)
Employee Stock Option right to buy	$48.275	7/25/01	A		4,170	
Employee Stock Option right to buy	$48.275	7/25/01	A		4,170	
Employee Stock Option (Right to Buy)	$48.275	7/25/01	A		1,461	
Employee Stock Option (Right to Buy)	$48.275	7/25/01	A		1,460	

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
Date Exercisable	Expiration Date	Title	Amt.or #of shrs			Direct (D) or Indirect (I)
7/25/03	7/25/11	Common Stock	4,170		4170	D
7/25/04	7/25/11	Common Stock	4,170		4170	D
7/25/03	7/25/11	Common Stock	1,461		1461	I
7/25/04	7/25/11	Common Stock	1,460		1460	I

11. Nature of Indirect Beneficial Ownership

-
-
By Spouse
By Spouse

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