

BORGWARNER INC

Form 4

August 03, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Matthes Bernd

(Last) (First) (Middle)

3850 HAMLIN RD.

(Street)

AUBURN HILLS, MI 48326

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
BORGWARNER INC [bwa]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/02/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
vp

6. 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
common stock	08/02/2005		M		1,600	A	\$ 25.4532	0		D
common stock	08/02/2005		S		11,740	D	\$ 58.036	0		D
common stock	08/02/2005		M		2,760	A	\$ 18.0469	0		D
common stock	08/02/2005		M		2,800	A	\$ 24.1375	0		D
common stock	08/02/2005		M		4,580	A	\$ 25.325	0		D

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

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SEC 1474  
(9-02)

**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. Transaction Code (Instr. 8)	5. Number of 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)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
employee stock option	\$ 58.036	08/02/2005		M	800	07/21/2001	07/21/2008	common stock		800
employee stock option	\$ 58.036	08/02/2005		M	800	07/21/2002	07/21/2008	common stock		800
employee stock option	\$ 58.036	08/02/2005		M	1,380	07/21/2002	07/21/2010	common stock		1,380
employee stock option	\$ 58.036	08/02/2005		M	1,380	07/21/2003	07/21/2010	common stock		1,380
employee stock option	\$ 58.036	08/02/2005		M	1,400	07/25/2003	07/25/2011	common stock		1,400
employee stock option	\$ 58.036	08/02/2005		M	1,400	07/25/2004	07/25/2011	common stock		1,400
employee stock option	\$ 58.036	08/02/2005		M	2,290	07/25/2004	07/25/2012	common stock		2,290
employee stock option	\$ 58.036	08/02/2005		M	2,290	07/25/2005	07/25/2012	common stock		2,290

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Matthes Bernd 3850 HAMLIN RD. AUBURN HILLS, MI 48326			vp	

## Signatures

Laurene H. Horiszny as attorney-in-fact for Bernd Matthes	08/03/2005
__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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