

BORGWARNER INC  
Form S-8  
August 14, 2006

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As Filed With The Securities And Exchange Commission On August 14, 2006  
Registration Statement No. 333-

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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BORGWARNER INC.  
(Exact name of Registrant as specified in charter)

DELAWARE 13-3404508  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

3850 HAMLIN ROAD  
AUBURN HILLS, MICHIGAN 48326  
(Address of Principal Executive Offices)

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BORGWARNER DIVERSIFIED TRANSMISSION PRODUCTS INC.,  
MUNCIE PLANT LOCAL 287 RETIREMENT INVESTMENT PLAN  
(Full title of the plan)

LAURENE H. HORISZNY, ESQ.  
BORGWARNER INC.  
3850 HAMLIN ROAD  
AUBURN HILLS, MICHIGAN 48326  
(248) 754-9200  
(Name, address and telephone number of agent for service)  
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CALCULATION OF REGISTRATION FEE

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| PROPOSED<br>TITLE OF SECURITIES<br>TO BE REGISTERED | PROPOSED<br>MAXIMUM<br>AMOUNT<br>TO BE | PROPOSED<br>REGISTRATION<br>OFFERING PRICE<br>PER SHARE | AGGREGATE<br>OFFERING<br>REGISTRATION |
|-----------------------------------------------------|----------------------------------------|---------------------------------------------------------|---------------------------------------|
|-----------------------------------------------------|----------------------------------------|---------------------------------------------------------|---------------------------------------|

REGISTERED (1) PRICE FEE

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Common Stock, par value

\$0.01 per share

("Common Stock") (2) 40,000 Shares \$58.765 \$2,350,600 \$251.51

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(1) Computed pursuant to Rule 457 solely for the purpose of calculating the registration fee and not as a representation as to any actual proposed price. This amount is based on the average of the high and low prices of such Common Stock on August 10, 2006 on the consolidated reporting system.

(2) In addition, pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The contents of registration statement no. 333-117171 is incorporated herein by reference.

ITEM 8. EXHIBITS.

The exhibits listed below are filed herewith and made a part hereof.

EXHIBIT

NUMBER DESCRIPTION OF DOCUMENT

- |      |                                                                                              |
|------|----------------------------------------------------------------------------------------------|
| 5.1  | Opinion of Laurene H. Horiszny, Vice President, General Counsel and Secretary of the Company |
| 23.1 | Consent of Independent Registered Public Accounting Firm                                     |
| 23.2 | Consent of Laurene H. Horiszny (included in Exhibit 5.1)                                     |
| 24.1 | Power of Attorney                                                                            |
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## SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Auburn Hills, State of Michigan, on August 14, 2006.

BORGWARNER INC.

By: /s/ Timothy M. Manganello  
Timothy M. Manganello  
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name      Title      Date

/s/ Timothy M. Manganello      Chairman and      August 14, 2006  
TIMOTHY M. MANGANELLO      Chief Executive Officer  
(Principal Executive Officer)

/s/ Robin J. Adams      Executive Vice President      August 14, 2006  
ROBIN J. ADAMS      Chief Financial Officer &  
Chief Administrative Officer  
(Principal Financial Officer)

/s/ Jeffrey L. Obermayer      Vice President and Controller      August 14, 2006  
JEFFREY L. OBERMAYER      (Principal Accounting Officer)

|                       |          |                 |
|-----------------------|----------|-----------------|
| * PHYLLIS O. BONANNO  | Director | August 14, 2006 |
| * DAVID T. BROWN      | Director | August 14, 2006 |
| * JERE A. DRUMMOND    | Director | August 14, 2006 |
| * PAUL E. GLASKE      | Director | August 14, 2006 |
| * ALEXIS P. MICHAS    | Director | August 14, 2006 |
| * ERNEST J. NOVAK, JR | Director | August 14, 2006 |
| * RICHARD O. SCHAU    | Director | August 14, 2006 |
| *THOMAS T. STALLKAMP  | Director | August 14, 2006 |

/s/TIMOTHY M. MANGANELLO As attorney-in-fact      August 14, 2006  
TIMOTHY M. MANGANELLO      for directors marked by an asterisk.

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