

BORGWARNER INC
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UNITED STATES
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SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

BORGWARNER INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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BORGWARNER INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Auburn Hills, Michigan
March 20, 2008

Dear Stockholder:

BorgWarner Inc. will hold its Annual Meeting of Stockholders at the Company's headquarters located at 3850 Hamlin Road, Auburn Hills, Michigan, 48326, on April 30, 2008, at 9:00 a.m., local time, for the following purposes:

1. To elect the nominees for Class III Directors to serve for the next three years;
2. To vote upon a proposal to approve an amendment to the Company's Restated Certificate of Incorporation to increase the authorized common stock of the Company from 150,000,000 shares to 400,000,000 shares;
3. To ratify the appointment of Deloitte & Touche LLP as the independent registered public accounting firm for the Company for 2008;
4. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

Only stockholders at the close of business on March 3, 2008 are entitled to vote at the meeting or any adjournment or postponement thereof.

Your vote is important! Whether or not you intend to be present at the meeting, and in order to assure that your shares are represented at the meeting, please mark, sign and date the enclosed proxy card and return it in the enclosed prepaid envelope. If you prefer, you can submit your proxy by telephone or the internet. If you attend the meeting, you may vote in person if you wish to do so, even if you have previously submitted your proxy.

Please read the attached proxy statement carefully as it describes in greater detail the matters to be acted upon and your voting rights with respect to those matters.

Along with the attached proxy statement, we are sending you our 2007 summary annual report, which includes our financial statements. Most of you can elect to view future proxy statements and annual reports over the internet instead of receiving paper copies in the mail. Please refer to page ___ of the proxy statement and your proxy card for further information.

By Order of the Board of Directors

/s/ John J. Gasparovic

John J. Gasparovic
Secretary

YOUR VOTE IS IMPORTANT!

YOU MAY VOTE BY:

- Signing and returning the accompanying proxy card;
- OR
- Voting by telephone or by the Internet (See proxy card for instructions.);
- OR
- Voting in person at the meeting (if you are a stockholder of record).

TABLE OF CONTENTS

PROPOSAL 1 - ELECTION OF DIRECTORS

REPORT OF THE AUDIT COMMITTEE

COMPENSATION DISCUSSION AND ANALYSIS

COMPENSATION COMMITTEE REPORT

EXECUTIVE COMPENSATION

PROPOSAL 2 - PROPOSAL CONCERNING AN AMENDMENT TO THE CERTIFICATE OF INCORPORATION

PROPOSAL 3 – RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

OTHER INFORMATION

ANNEX A

ANNEX B

BORGWARNER INC.
3850 Hamlin Road
Auburn Hills, Michigan 48326

PROXY STATEMENT

March 20, 2008

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors of BorgWarner Inc. (the "Company") for the Company's 2008 Annual Meeting of Stockholders to be held at the Company's headquarters at 3850 Hamlin Road, Auburn Hills, Michigan 48326 on April 30, 2008 at 9:00 a.m., local time, or at any adjournments thereof. This proxy statement and the accompanying form of proxy and our 2007 summary annual report are being mailed to stockholders beginning on or about March 20, 2008. The Company's Summary Annual Report to Stockholders for the year ended December 31, 2007 is enclosed.

Record Date and Voting at the Annual Meeting

Only stockholders of record at the close of business on March 3, 2008 will be entitled to vote at the meeting. As of such date, there were _____ issued and _____ outstanding shares of common stock. Each share of common stock entitles the holder to one vote.

If you return your signed proxy card or vote by telephone or by the Internet before the Annual Meeting, we will vote your shares as you direct. Any proxy returned without specification as to any matter will be voted as to each proposal in accordance with the recommendation of the Board of Directors. You may revoke your proxy at any time before the vote is taken by delivering to the Secretary of the Company written revocation or a proxy bearing a later date, or by attending and voting at the Annual Meeting.

The election inspectors will tabulate the votes cast prior to the meeting and at the meeting to determine whether a quorum is present. The presence in person or by proxy of the holders of a majority of common stock will constitute a quorum. A quorum is necessary to transact business at the Annual Meeting. Shares of common stock represented by proxies that reflect abstentions or "broker non-votes" (i.e., shares held by a broker or nominee which are represented at the Annual Meeting, but with respect to which such broker or nominee is not empowered to vote on a particular proposal) will be counted as present and entitled to vote for purposes of determining the presence of a quorum.

With respect to the election of Directors, stockholders may (a) vote in favor of all nominees, (b) withhold votes as to all nominees, or (c) withhold votes as to specific nominees. In an uncontested director election, such as this year's election, a director nominee may serve on the board only if the nominee receives the favorable vote of more than 50% of the shares voted. In a contested election, directors are elected by a plurality vote. Withheld votes and broker non-votes will not affect the outcome of the election of directors.

With respect to Proposal 2 and the proposed amendment to our certificate of incorporation: the approval and adoption of that amendment requires the affirmative vote of a majority of the outstanding shares of the Company's common stock. An abstention or a broker nonvote is the functional equivalent of a "no" vote on this proposal.

With respect to proposal 3: the affirmative vote of a majority of the votes cast with respect to a particular proposal is required for approval and adoption of that proposal. An abstention on this proposal will be the functional equivalent of a "no" vote on that proposal. However, a broker nonvote on any one of those proposals will not be counted for purposes of determining the number of votes cast on that proposal and thus will not affect the outcome of the vote on

that proposal.

Electronic Delivery of Proxy Statement and Annual Report

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON APRIL 30, 2008. THE PROXY STATEMENT AND ANNUAL REPORT TO SECURITY HOLDERS ARE AVAILABLE ON THE INTERNET SITE AT <http://ww3.ics.adp.com/streetlink/BWA>.

Most stockholders can elect to view future proxy statements and annual reports over the internet instead of receiving paper copies in the mail.

You can choose this option and save the Company the cost of producing and mailing these documents by:

- Following the instructions provided on your proxy card or voter instruction form;
- Following the instructions provided when you vote over the Internet; or
- Going to www.ics.adp.com/streetlink/BWA and following the instructions provided.

If you choose to view future proxy statements and annual reports over the Internet, you will receive an e-mail message next year containing the Internet address to access the Company's proxy statement and annual report. The e-mail message also will include instructions for voting over the Internet. You will have the opportunity to opt out at any time by following the instructions on www.ics.adp.com/streetlink/BWA. You do not have to re-elect Internet access each year.

Householding Information

The Company has adopted a procedure called "householding," which has been approved by the SEC. Under this procedure, a single copy of the summary annual report, proxy statement or Notice of Internet Availability of Proxy materials, as applicable, will be sent to any household at which two or more stockholders reside, unless one of the stockholders at that address notifies the Company that they wish to receive individual copies. This procedure reduces our printing costs and fees. Stockholders who participate in householding will continue to receive separate proxy cards.

Householding will not affect dividend check mailings in any way.

The Company will deliver promptly upon written or oral request a separate copy of the summary annual report, the proxy statement or Notice of Internet Availability of Proxy Materials, as applicable to any stockholder at a shared address to which a single copy of those documents was delivered. If you share an address with another stockholder and you wish to receive a separate copy of any of those documents you may inform the Company of your wish by contacting Mary Brevard, Vice President, Investor Relations, 3850 Hamlin Road, Auburn Hills, Michigan 48326 (tel: 248-754-9200). Similarly, if you share an address with another stockholder that is receiving multiple copies and wish to request that the number of copies of those documents being delivered to that address be reduced to a single copy, you may inform the Company of your wish by contacting Mary Brevard, Vice President, Investor Relations at the above address and telephone number.

PROPOSAL 1— ELECTION OF DIRECTORS

The Company's Board of Directors currently consists of ten directors and is divided into three classes. Robin J. Adams and David T. Brown are the nominees for election as Class III Directors to the Board at this meeting. Mr. Glaske will retire from the Board of Directors at the 2008 Annual Meeting of Stockholders in accordance with retirement guidelines adopted by the Board. Following the election of directors at this Annual Meeting your Board of Directors

will have nine members and one vacancy. If elected, each nominee will serve for a term of three years or until his successor is elected and qualified. The Class I Directors have terms expiring at the 2009 Annual Meeting of Stockholders and the Class II Directors have terms expiring at the 2010 Annual Meeting of Stockholders. Each of the nominees for election as a Class III Director has agreed to serve if elected. All of the Class III Directors are presently directors of the Company. In the event that any nominee should become unavailable for election, the Board of Directors may designate a substitute nominee, in which event the shares represented by proxies at the meeting will be voted for such substitute nominee unless an instruction to the contrary is indicated on the proxy card.

Recommendation

YOUR BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE ELECTION OF EACH OF THE NOMINEES FOR CLASS III DIRECTOR —ROBIN J. ADAMS AND DAVID T. BROWN

Information on Nominees for Directors and Continuing Directors

The following table sets forth as of March 3, 2008, with respect to each of the Company’s current directors continuing to serve, his or her name, age, principal occupation, the year in which he or she first became a director of the Company and directorships in other entities:

Class I Directors	Age	Principal Occupation and Directorships
Phyllis O. Bonanno 1999	64	Ms. Bonanno has been President and CEO of International Trade Solutions, Inc., an international trade consulting firm, since March 2002. She was the President of TradeBuilders, Inc. from October 2000 until October 2001. She was President of Columbia College from July 1997 until March 2000. She is also a director of Adams Express Company, Mohawk Industries, Inc. and Petroleum & Resources Corporation.
Alexis P. Michas 1993	50	Mr. Michas has been the Managing Partner of Stonington Partners, Inc., an investment management firm since 1996. He is also a director of AirTran Airways, Inc., PerkinElmer, Inc., Lincoln Educational Services Corporation and a number of privately-held companies.
Richard O. Schaum 2005	61	Mr. Schaum served as the 2007 President of the Society of Automotive Engineers and has been General Manager, 3rd Horizon Associates LLC, a technology assessment and development company, since May 2003. He was Vice President and General Manager of Vehicle Systems for WaveCrest Laboratories, Inc. from October 2003 until June 2005. He was Executive Vice President, Product Development for DaimlerChrysler Corporation from January 2000 until his retirement in March 2003.
Thomas T. Stallkamp 2006	61	Mr. Stallkamp has been an Industrial Partner in Ripplewood Holdings LLC, a New York private equity group, since July 2004. From 2003 to 2004, he served as Chairman of MSX International, Inc., a global provider of technology-driven engineering, business and specialized staffing services, and from 2000 to 2003 he served as its Vice Chairman and Chief Executive Officer. From 1980

to 1999, Mr. Stallkamp held various positions with DaimlerChrysler Corporation and its predecessor Chrysler Corporation, the most recent of which were Vice Chairman and President. Mr. Stallkamp also serves as a Director of Baxter International, Inc.

Class II Directors	Age	Principal Occupation and Directorships
Jere A. Drummond 1996	68	Mr. Drummond retired from the BellSouth Corporation on December 31, 2001. He served as Vice Chairman of the BellSouth Corporation from January 2000 until his retirement. He was President and Chief Executive Officer of BellSouth Communications Group, a provider of traditional telephone operations and products, from January 1998 until December 1999. He was President and Chief Executive Officer of BellSouth Telecommunications, Inc. from January 1995 until December 1997 and was elected a director of BellSouth Telecommunications, Inc. in 1993. He is also a director of AirTran Holdings, Inc. Centillium Communications, Inc. and SAIC, Inc.
Timothy M. Manganello 2002	58	Mr. Manganello has been Chairman of the Board since June 2003 and Chief Executive Officer of the Company since February 2003. He was also President and Chief Operating Officer from February 2002 until February 2003. He was Executive Vice President from June 2001 until February 2002. He was Vice President of the Company from February 1999 until June 2001 and President and General Manager of BorgWarner TorqTransfer Systems Inc. ("TorqTransfer Systems") from February 1999 until February 2002. He was appointed a director of the Company in 2002. Mr. Manganello is also a director of Bemis Company, Inc. and he serves as the Board Chairman of Federal Reserve Bank of Chicago, Detroit branch.
Ernest J. Novak, Jr. 2003	63	Mr. Novak retired as a Managing Partner from Ernst & Young in June 2003. He was a Managing Partner from 1986 until June 2003. Mr. Novak is also a director of A. Schulman, Inc. and FirstEnergy Corp.
Class III Directors	Age	Principal Occupation and Directorships
Robin J. Adams 2005	54	Mr. Adams has been Executive Vice President, Chief Financial Officer and Chief Administrative Officer since April 2004. He was Executive Vice President — Finance and Chief Financial Officer of American Axle & Manufacturing Holdings Inc. ("American Axle") from July 1999 until April 2004. Prior to joining American Axle, he was Vice President and Treasurer and principal financial officer of BorgWarner Inc. from May 1993 until June

		1999. Mr. Adams also is a member of the Supervisory Board of BERU AG.
David T. Brown 2004	59	Mr. Brown retired from Owens Corning on December 31, 2007. He was President and Chief Executive Officer of Owens Corning from April 2002 until his retirement. He was Executive Vice President and Chief Operating Officer from January 2001 to March 2002. He was Vice President of Owens Corning and President, Insulating Systems Business from January 1997 to December 2000.
Paul E. Glaske 1994	73	Mr. Glaske was Chairman, President and Chief Executive Officer from April 1992 until his retirement in October 1999 of Blue Bird Corporation, a leading manufacturer of school buses, motor homes and a variety of other vehicles. Mr. Glaske is also a director of Lincoln Educational Services Corporation, Energy Transfer Partners, L.P. and Energy Transfer Equity, L.P.

No director nominee, director or executive officer is related to any other director nominee, director or executive officer (or to any director or executive officer of any of the Company's subsidiaries) by blood, marriage or adoption. There are no arrangements or understandings between any nominee or any of our directors or executive officers or any other person pursuant to which that nominee or director or executive officer was nominated or elected as a director of the Company or any of its subsidiaries. No director or executive officer of the Company is party to, or has any material interests in, any material legal proceedings that are adverse to the Company or its subsidiaries.

Board of Directors and Its Committees

The Board of Directors held four regular meetings during 2007. All of the directors attended at least 75% of the meetings of the Board of Directors and each committee on which they served. The Company's Corporate Governance Guidelines set forth the Company's policy that directors should use their best efforts to attend the Company's annual meeting of stockholders. All directors serving at the time of the 2007 Annual Meeting of Stockholders attended the meeting.

The Board of Directors has a standing Compensation Committee, Audit Committee, Corporate Governance Committee and Executive Committee. The Charters for each of our Board committees can be accessed on the Company's website at www.borgwarner.com.

The Board has determined that all Board members meet the independence requirements of the New York Stock Exchange ("NYSE"), with the exception of Mr. Manganello, our Chairman and Chief Executive Officer, and Mr. Adams, our Executive Vice President, Chief Financial Officer and Chief Administrative Officer. Under the Company's Corporate Governance Guidelines, a director will not be considered independent unless the Board determines that such director has no direct or indirect material relationship with the Company. In addition, the Company's Corporate Governance Guidelines provide, among other things, that:

- a director who is an employee, or whose immediate family member is an executive officer, of the Company is not "independent" until three years after the end of such employment relationship.
- a director who receives, or whose immediate family member receives, more than \$100,000 per year in direct compensation from the Company, other than director and committee fees or other forms of deferred compensation for prior

service (provided such compensation is not contingent in any way on continued service), is not “independent” until three years after he or she ceases to receive more than \$100,000 per year in such compensation.

- a director who is affiliated with or employed by, or whose immediate family member is affiliated with or employed in a professional capacity by, a present or former internal or external auditor of the Company, is not “independent” until three years after the end of the affiliation or the employment or auditing relationship.
- a director who is employed, or whose immediate family member is employed, as an executive officer of another company where any of the Company’s present executives serve on that company’s compensation committee, is not “independent” until three years after the end of such service or the employment relationship.
- a director who is an executive officer or an employee, or whose immediate family member is an executive officer, of a company that makes payments to, or receives payments from, the listed company for property or services in an amount which, in any single fiscal year, exceeds the greater of \$1 million, or 2% of such other company’s consolidated gross revenues, is not “independent” until three years after falling below such threshold.
- a director who is not considered independent by relevant statute or regulation is not “independent.”

Compensation Committee. The current members of the Compensation Committee are Directors Drummond (Chairman), Bonanno, and Brown. The principal functions of the Compensation Committee include reviewing and approving executive appointments, remuneration, and compensation plans and supervising the administration of these plans. The Compensation Committee met six times during 2007.

Audit Committee. The current members of the Audit Committee are Directors Novak (Chairman), Schaum and Stallkamp. The Audit Committee of the Board of Directors of BorgWarner Inc. is charged with assisting the full Board in fulfilling the Board’s oversight responsibility with respect to the quality and integrity of the accounting, auditing and financial reporting practices of the Company. The Committee also has the responsibility for, among other things, selection and compensation of the independent registered public accounting firm, monitoring the independent registered public accounting firm’s qualifications, independence and work (including resolving any disagreements between the Company’s management and the independent registered public accounting firm regarding financial reporting), pre-approving all audit services to be performed by the independent registered public accounting firm, monitoring the performance of the Company’s internal audit function and reviewing on behalf of the Board the Company’s pension plans and risk management programs. The responsibilities of the Committee are set forth in its charter, which is reviewed at least annually.

Each member of the Committee meets the independence requirements set by the New York Stock Exchange, Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Securities and Exchange Commission. The Board of Directors has determined that Mr. Novak is a financial expert as defined by the rules and regulations of the Securities and Exchange Commission. None of the members of the Committee simultaneously serve on the audit committees of more than two other public companies.

The Audit Committee met seven times during 2007. The Audit Committee’s charter, which was amended in November 2007, is attached as Annex A.

Corporate Governance Committee. The present members of the Corporate Governance Committee are Directors Glaske (Chairman), Drummond and Michas. The principal functions of the Corporate Governance Committee include making recommendations to the Board of Directors regarding: (i) Board composition and structure, (ii) corporate governance principles, including the nature, duties and powers of Board committees, (iii) term of office for members, (iv) qualified persons to be nominated for election or re-election as directors, (v) stockholders' suggestions for board nominations, (vi) the emergency successor to the Chief Executive Officer, and (vii) any requests for waivers of application of the Company's Code of Ethical Conduct and any related person transactions. The Corporate Governance Committee also establishes criteria for Board and committee membership, evaluates Company policies relating to the recruitment of directors and oversees the evaluation of the Board, its committees and management. The Corporate Governance Committee met four times during 2007.

The Corporate Governance Committee will consider nominees for the Board of Directors from a variety of sources, including current directors, management, retained third-party search firms, and stockholders.

Stockholders of record of the Company may recommend director candidates for inclusion by the Board in the slate of nominees which the Board recommends to stockholders for election. Appropriate biographical information and background material must be submitted to the "BorgWarner Inc. Corporate Governance Committee" c/o BorgWarner Inc. General Counsel, 3850 Hamlin Road, Auburn Hills, Michigan 48326 in a timely manner. Assuming that appropriate biographical and background material is provided for candidates recommended by stockholders, the Corporate Governance Committee will evaluate those candidates by following substantially the same process, and applying substantially the same criteria, as for candidates submitted by Board members. The General Counsel will review the information and provide to the Chairman of the Corporate Governance Committee an assessment of the candidate's independence, freedom from conflicts of interest and general suitability. If the Chairman of the Committee decides to submit the candidate to the entire Committee, each member will receive the candidate's background information and will be afforded an opportunity to interview the candidate.

In considering whether to recommend to the full Board any candidate for inclusion in the Board's slate of recommended director nominees, the Corporate Governance Committee will consider, among other things, the following factors:

- personal and professional ethics, integrity and values;
- the education and breadth of experience necessary to understand business problems and evaluate and postulate solutions;
- interest and availability of time to be involved with the Company and its employees over a sustained period;
- stature to represent the Company before the public, stockholders and various others who affect the Company;
- willingness to objectively appraise management performance in the interest of the stockholders;
- open mindedness on policy issues and areas of activity affecting overall interests of the Company and its stockholders;
- involvement only in activities and interests that do not create a conflict with the director's responsibilities to the Company and its stockholders;
- ability to evaluate strategic options and risks;
- contribution to the Board's desired diversity and balance;

- willingness to limit public company board service to four or fewer boards of public companies, unless the Corporate Governance Committee approves otherwise; and
- agreement to tender promptly following their election an irrevocable resignation effective upon failure to receive the required vote for re-election at the next meeting at which such person would face re-election and upon acceptance of such resignation by the Board of Directors.

The Company believes that the backgrounds and qualifications of the directors, considered as a group, should provide a significant composite mix of experience, knowledge and abilities that will allow the Board to fulfill its responsibilities. If the Corporate Governance Committee determines that a stockholder-nominated candidate is suitable and that the candidate should be recommended to the full Board, a quorum of the full Board must discuss whether to include the candidate in the slate of nominees which the Board recommends to stockholders for election and, if appropriate, adopt a resolution authorizing the inclusion.

There have been no material changes to the procedures by which security holders may recommend nominees since last year's annual meeting.

You may send communications to your Board of Directors and to individual directors. Such communications should be submitted in writing addressed to your Board of Directors or to one or more named individual directors in care of BorgWarner Inc., General Counsel, 3850 Hamlin Road, Auburn Hills, Michigan 48326. All such communications will be forwarded promptly to your Board of Directors or such named individual director.

Executive Committee. The present members of the Executive Committee are Directors Drummond, Manganello and Michas. The Executive Committee is empowered to act for the full Board during intervals between Board meetings when telephonic meetings cannot reasonably be arranged, with the exception of certain matters that by law may not be delegated. The Executive Committee met once during 2007.

Executive Sessions. The non-employee directors meet in executive sessions without the presence of any corporate officer or member of management in conjunction with regular meetings of the Board. Director Glaske is the current presiding director. It is expected that Director Michas will become presiding director upon Mr. Glaske's retirement. Interested parties can make concerns known directly to the non-management directors on-line at www.mysafeworkplace.com or by toll-free call to 1-800-461-9330.

REPORT OF THE BORGWARNER I