

BORGWARNER INC  
Form 4  
September 03, 2009

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BONANNO PHYLLIS O

(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)  
09/01/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(A)	(D)				
Phantom Stock	(1)	01/05/2009	I	1,326.46	(1)	01/05/2009	Common Stock	1,326.46
Phantom Stock	(1)	02/02/2009	I	15.76	(1)	02/02/2009	Common Stock	15.76
Phantom Stock	(1)	03/02/2009	I	15.52	(1)	03/02/2009	Common Stock	15.52
Phantom Stock	(1)	04/01/2009	I	15.47	(1)	04/01/2009	Common Stock	15.47
Phantom Stock	(1)	05/01/2009	I	13.24	(1)	05/01/2009	Common Stock	13.24
Phantom Stock	(1)	06/01/2009	I	12.89	(1)	06/01/2009	Common Stock	12.89
Phantom Stock	(1)	07/01/2009	I	13.34	(1)	07/01/2009	Common Stock	13.34
Phantom Stock	(1)	08/03/2009	I	13.78	(1)	08/03/2009	Common Stock	13.78
Phantom Stock	(1)	09/01/2009	I	14.43	(1)	09/01/2009	Common Stock	14.43

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BONANNO PHYLLIS O 3850 HAMLIN RD. AUBURN HILLS, MI 48326		X		

## Signatures

John J. Gasparovic as attorney-in-fact for Phyllis Bonnano 09/03/2009

\_\_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).

Each share of phantom stock entitled the reporting person to receive, on the Transaction Date, the cash equivalent of one share of (1) BorgWarner common stock. Prior to payment, the reporting person had the right to transfer the value of her phantom stock account into an alternative investment account. Table II includes information regarding cash distributions from January through September 2009.

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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