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MCGILL JOHN M
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).

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 MCGILL
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, 2001
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person to Issuer (Check all applicable)
() Director (x) Officer (give title below) () 10% Owner () Other
Vice President
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 Code V	4. Securities Acquired (A) or Disposed of (D) Amount (A) or (D) Price
Common Stock			
5. Amount of Securities Beneficially Owned at End of Month	6. Ownership Form Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
1,500	D		

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)

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				Code	V	(A)	(D)
Employee Stock Op-							
tion right to buy	\$48.275	7/25/01		A		5,000	
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tion right to buy	\$48.275	7/25/01		A		5,000	
Phantom Stock Units	1-for-1	1/1/01		A		445	
6.Date Exercisable and Expiration	7.Title and Amount of Underlying Securities	8.Price of Derivative Security	9.Number of Derivative Securities	10.Ownership Form of Derivative Security			
Date (month/day/year)	Expiration Date	Title	Amt.or	Beneficially Owned At End	Direct (D) or Indirect (I)		
		#of shrs		Of Month			
7/25/03	7/25/11	Common Stock	5,000		5000		D
7/25/04	7/25/11	Common Stock	5,000		5000		D
(1)	(1)	Common Stock	445		445		D

(1)The phantom stock untis were accrued under the Borg-Warner Automotive, Inc. Executive Deferred Compensation Plan and are to be settled 100% in cash according to the terms of the plan.

11. Nature of
Indirect
Beneficial
Ownership

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