

Edgar Filing: BORGWARNER INC - Form 5

BORGWARNER INC  
 Form 5  
 February 14, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

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 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 RAU  
 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)  
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4. Statement For Month/Year  
 DECEMBER 31, 2001
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person to Issuer (Check all applicable)  
 (x) Director ( ) Officer (give title below) ( ) 10% Owner ( ) Other
7. Individual or Joint/Group Filing (Check applicable line)  
 /x/ Form Filed by One Reporting Person  
 --- Form Filed by More Than One Reporting Person

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 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date (Month/Day/Year)	3. Transaction Code		4. Securities Acquired or Disposed of (D)		
		Code	V	Amount	(A)	(D)
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		
2,000		D				

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
 (e.g. Puts, Calls, Warrants, Options, Convertible Securities)

1. Title of Deriv- ative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (month \day\year)	4. Trans- action Code	5. Number of Derivative Securities Ac- quired (A) or Disposed of (D)	
				Code	V

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Director Stock	\$51.25	1/15/02	A	V	1000
Option (Right to Buy)					
Director Stock	\$51.25	1/15/02	A	V	1000
Option (Right to Buy)					
Phantom Stock Units	1-for-1	1/1/01	A		248.80

6. Date Exercisable and Expiration Date (month/day/year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned At End Of Month	10. Ownership Form of Derivative Security (Direct (D) or Indirect (I))
01/15/04	Common Stock	1000	1000	D
01/15/05	Common Stock	1000	1000	D
(1)	Common Stock	248.80	1,748.14	D

(1) The phantom stock units were accrued under the Borg-Warner Automotive, Inc. Board of Director 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 RAU  
 Date: February 14, 2002