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OBERMAYER JEFFREY
 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
 JEFFREY L. OBERMAYER
 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 31, 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 and Treasurer
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. Transac- tion 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	
7,800.195(1)	D		

(1) From 1/1/01 - 12/31/01, reporting person acquired 86.705 shares of
 common stock in the BWA Retirement
 Savings Plan.

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

 1. Title of Deriv- | 2. Conversion | 3. Transaction | 4. Trans- | 5. Number of

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Derivative Security	or Exercise Price of Derivative Security	Date (month \day\year)	action Code	Derivative Securities Acquired (A) or Disposed of (D)
Employee Stock	\$48.275	7/25/01	M	2,600
Option (Right to Buy)	48.275	7/25/01	M	2,600
	48.275	7/25/01	M	3,191
	48.275	7/25/01	M	3,191

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	10. Ownership Form of Derivative Security (D) or Indirect (I)	
7/25/03	common stock	2600	48.275	2600	D
7/25/04	common stock	2600	48.275	2600	D
7/25/03	common stock	3191	48.275	3191	D
7/25/04	common stock	3191	48.275	3191	D

11. Nature of Indirect Beneficial Ownership

Signature of Reporting Person
 /s/ Laurene H. Horiszny
 as attorney-in-fact for JEFFREY L. OBERMAYER
 Date: February 14, 2002