

Edgar Filing: BORGWARNER INC - Form 4

BORGWARNER INC
 Form 4
 February 05, 2003

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

 FORM 4
 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
 February 5, 2003
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

 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

5. Amount of Securities Beneficially Owned at End of Month	6. Ownership Form Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership

 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 Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (A) (D)

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Phantom Stock					
Units (1)	(1-for-1)	2/05/03	A		515.67

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))
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(1)	(1)		\$50.42	1,919.34	D
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(1) The phantom stock units were accrued under the Borg-Warner Automotive, Inc. Board of Directors 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
 Laurene H. Horiszny
 as attorney-in-fact for JOHN RAU
 Date: February 5, 2003