

Edgar Filing: BORGWARNER INC - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3 and 4)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
performance shares	(1)	02/06/2007	A		14,189		(2)	(2)	common stock	14,189
employee stock options	\$ 69.89	02/06/2007	A		6,950		(3)	02/06/2017	common stock	6,950

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GASPAROVIC JOHN J			VP, GC & Secretary	

Signatures

Laurene H. Horiszny as attorney-in-fact for John Gasparovic 02/08/2007

**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).

(1) 1-for-1

The number of performance shares actually earned will depend upon the total shareholder return of the company's common stock

- (2) compared to a peer group of companies over a period as follows: 3084 shares valued ending 2007; 5805 shares valued ending 2008; and 5300 shares valued ending 2009.

- (3) stock options vest: 50% after 2 years; 50% after 3 years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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