

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-05-02**
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ISSUER

BORGWARNER INC

CIK: **908255** | IRS No.: **133404508** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3714** Motor vehicle parts & accessories

Mailing Address
3850 HAMLIN RD.
AUBURN HILLS MI 48326

Business Address
3850 HAMLIN RD.
AUBURN HILLS MI 48326
2487549200

REPORTING OWNER

RAU JOHN

CIK: **1049050** | State of Incorporation: **IL** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-12162** | Film No.: **05791470**

Mailing Address
MIAMI CORPORATION
410 N. MICHIGAN AVENUE,
ROOM 590
CHICAGO IL 60611

Business Address
3126446720

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person RAU JOHN			2. Issuer Name and Ticker or Trading Symbol BORGWARNER INC [BWA]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/02/2005					
MIAMI CORPORATION, 410 N. MICHIGAN AVENUE, ROOM 590			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) CHICAGO, IL 60611								
(City)	(State)	(Zip)						

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
common stock	05/02/2005		M		12,000	A	\$46.667	0	D	
common stock	05/02/2005		S		12,000	D	\$46.667	4,800	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
director stock option	\$46.667	05/02/2005		M		2,000		11/13/1999	11/13/2007	common stock	2,000	\$25.7	2,000	D	
director stock option	\$46.667	05/02/2005		M		2,000		11/13/2000	11/13/2007	common stock	2,000	\$25.7	0	D	

director stock option	\$46.667	05/02/2005		<u>M</u>			1,000	01/20/2000	01/20/2008	common stock	1,000	\$26.56	1,000	D	
director stock option	\$46.667	05/02/2005		<u>M</u>			1,000	01/20/2001	01/20/2008	common stock	1,000	\$26.56	0	D	
director stock option	\$46.667	05/02/2005		<u>M</u>			1,000	01/19/2001	01/19/2009	common stock	1,000	\$25.92	1,000	D	
director stock option	\$46.667	05/02/2005		<u>M</u>			1,000	01/19/2002	01/19/2009	common stock	1,000	\$25.92	0	D	
director stock option	\$46.667	05/02/2005		<u>M</u>			1,000	01/18/2002	01/18/2010	common stock	1,000	\$19.17	1,000	D	
director stock option	\$46.667	05/02/2005		<u>M</u>			1,000	01/18/2003	01/18/2010	common stock	1,000	\$19.17	0	D	
director stock option	\$46.667	05/02/2005		<u>M</u>			1,000	01/16/2003	01/16/2011	common stock	1,000	\$19.8	1,000	D	
director stock option	\$46.667	05/02/2005		<u>M</u>			1,000	01/16/2003	01/16/2011	common stock	1,000	\$19.8	0	D	

Signatures

Laurene H. Horiszny as attorney-in-fact for John Rau

** Signature of Reporting Person

05/02/2005

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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

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