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BRIMMER ANDREW
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 fo 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
DR. ANDREW F. BRIMMER
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)
(X) Director () Officer (give title below) () 10% Owner () Other
(specify below)
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 | 4. Securities Acquired (A) or Disposed of (D) |
|----------------------|---|--------------------------|--|
| | | Code V | 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 |
|--|--|---|
|--|--|---|

600

D

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 | 3. Transaction Date (month \day\year) | 4. Trans- action Code | 5. Number of Derivative Securities Ac- quired (A) or |
|--------------------------------------|--|---|-----------------------------|---|
|--------------------------------------|--|---|-----------------------------|---|

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| | Security | | Code | V | Disposed of (D) |
|-----------------------|----------|---------|------|---|-----------------|
| | | | | | (A) (D) |
| 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) |
|--|--|---------------------------------|---|--|
| Date Exer- cisable | Expiration Date | Title Amt. or #of shrs | | |
| 01/15/04 | 01/15/12 | Common Stock | 1,000 | D |
| 01/15/05 | 01/15/12 | Common Stock | 1,000 | D |
| (1) | (1) | Common Stock | 248.80 | 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 DR. ANDREW F. BRIMMER

Date: February 14, 2002