

Edgar Filing: BORGWARNER INC - Form 4

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
performance shares	(2)	02/06/2007		A	2,100	(3) (3)	common stock	2,100
employee stock option	\$ 69.89	02/06/2007		A	2,560	(4) 02/06/2017	common stock	2,560

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BREVARD MARY			VP	

Signatures

Laurene H. Horiszny as attorney-in-fact for Mary Brevard
 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) From 1/1/06 - 12/31/06 the participant acquired 13.9502 shares in the 401K plan.
- (2) 1-for-1
- (3) The number of performance shares actually earned will depend upon the total shareholder return of the Company's common stock compared to a peer group of companies over a period ending on December 31, 2009.
- (4) Stock options vest: 50% after the 2nd year; 50% after the 3rd year.

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.