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OBERMAYER JEFFREY  
 Form 5  
 February 14, 2002

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

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 FORM 5  
 ANNUAL 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  
 JEFFREY L. OBERMAYER  
 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  
 December 31, 2001
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person to Issuer (Check all applicable)  
 ( ) Director (x) Officer (give title below) ( ) 10% Owner ( ) Other  
 Vice President and Treasurer
7. Individual or Joint/Group Filing (Check applicable line)  
 /x/ Form Filed by One Reporting Person  
 --- Form Filed by More Than One Reporting Person

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

| 1. Title of Security                                       | 2. Transaction Date<br>(Month/Day/Year) | 3. Transaction Code<br>Code   V                      | 4. Securities Acquired<br>(A) or Disposed of (D)<br>Amount   (A) or (D)   Price |
|--|---|--|---|
| Common Stock   |   |  |   |
| 5. Amount of Securities Beneficially Owned at End of Month | 7,800.195(1)                            | 6. Ownership Form<br>Direct (D) or Indirect (I)<br>D | 7. Nature of Indirect Beneficial Ownership                                      |

(1) From 1/1/01 - 12/31/01, reporting person acquired 86.705 shares of  
 common stock in the BWA Retirement Savings Plan.

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
 (e.g. Puts, Calls, Warrants, Options, Convertible Securities)

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 1. Title of Deriv- | 2. Conversion | 3. Transaction | 4. Trans- | 5. Number of

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| Derivative Security                  | or Exercise Price of Derivative Security | Date (month \day\year) | action Code | Derivative Securities Acquired (A) or Disposed of (D) |
|--------------------------------------|--|------------------------|-------------|---|
| Employee Stock Option (Right to Buy) | \$48.275                                 | 7/25/01                | M           | 2,600   |
|                                      | 48.275                                   | 7/25/01                | M           | 2,600   |
|                                      | 48.275                                   | 7/25/01                | M           | 3,191   |
|                                      | 48.275                                   | 7/25/01                | M           | 3,191   |

  

| 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 | 10. Ownership Form of Derivative Security (D) or Indirect (I) |
|--|--|---------------------------------|------------------------------------|---|
| 7/25/03  | common stock                                 | 2600                            | 48.275                             | 2600  |
| 7/25/04  | common stock                                 | 2600                            | 48.275                             | 2600  |
| 7/25/03  | common stock                                 | 3191                            | 48.275                             | 3191  |
| 7/25/04  | common stock                                 | 3191                            | 48.275                             | 3191  |

11. Nature of Indirect Beneficial Ownership

Signature of Reporting Person  
/s/ Laurene H. Horiszny  
as attorney-in-fact for JEFFREY L. OBERMAYER  
Date: February 14, 2002