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OBERMAYER JEFFREY
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 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)
-
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

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

1. Title of Security	2. Transaction Date (Month/Day/Year)	3. Transaction Code Code V	4. Securities Acquired (A) or Disposed of (D) 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	
7,800.195 (1)	D		

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

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

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

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active Security	or Exercise	Date(month	action	Derivative
	Price of	\day\year)	Code	Securities Ac-
	Derivative			quired(A)or
	Security			Disposed of(D)
			Code V	(A) (D)

Employee Stock	\$48.275	7/25/01	M	2,600
Option(Right to	48.275	7/25/01	M	2,600
Buy)	48.275	7/25/01	M	3,191
	48.275	7/25/01	M	3,191

6.Date Exercisable	7.Title and	8.Price of	9.Number of	10.Ownership
and Expiration	Amount of	Derivative	Derivative	Form of Deriv-
Date(month/day/year)	Underlying	Security	Securities	ative Security
Date Exer-Expiration	Securities		Beneficially	Direct (D) or
cisable Date	TitleAmt.or		Owned At End	Indirect (I)
	#of shrs		Of Month	

7/25/03	7/25/03	common stock	2600	48.275
7/25/04	7/25/04	common stock	2600	48.275
7/25/03	7/25/03	common stock	3191	48.275
7/25/04	7/25/04	common stock	3191	48.275

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