

BORGWARNER INC

Reported by
AARON CRAIG

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/18/19 for the Period Ending 10/17/19

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|-------------|--|
| Address | 3850 HAMLIN RD. AUBURN HILLS, MI, 48326 |
| Telephone | 2487549200 |
| CIK | 0000908255 |
| Symbol | BWA |
| SIC Code | 3714 - Motor Vehicle Parts and Accessories |
| Industry | Auto, Truck & Motorcycle Parts |
| Sector | Consumer Cyclical |
| Fiscal Year | 12/31 |

FORM 4

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

OMB APPROVAL
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Form 5 obligations may
continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person - * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
| Aaron Craig | BORGWARNER INC [BWA] | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| 3850 HAMLIN ROAD | 10/17/2019 | Treasurer |
| (Street) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| AUBURN HILLS, MI 48326 | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) (State) (Zip) | | <input type="checkbox"/> Form filed by More than One Reporting Person |

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

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 10/17/2019 | | <u>(1)</u> | | 566.0000 | D | \$38.0200 |
| Common Stock | | | | | | | |
| | | | | | 13434.8900 | D | |
| | | | | | 2122.1970 | I | By 401k |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 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 | Amount or Number of Shares | | | | |
| Phantom Stock | (2) | | | | | | | (3) | (3) | Common Stock | 192.1920 | | 192.1920 | D | |

Explanation of Responses:

- (1) Represents shares withheld to cover taxes due upon the vesting of certain restricted stock awards.
- (2) Each phantom stock unit is the economic equivalent of one share of BorgWarner Inc. common stock.
- (3) The phantom stock units were acquired under the BorgWarner Inc. Excess Benefit Plan and are to be settled 100% in cash upon the reporting person's retirement or separation from service.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Aaron Craig 3850 HAMLIN ROAD AUBURN HILLS, MI 48326 | | | Treasurer | |

Signatures

Tonit M. Calaway as attorney-in-fact for Craig Aaron

10/18/2019

--Signature of Reporting Person

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.

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