

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

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
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] Check this box if no longer
subject to Section 16. Form 4 or
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 * Aaron Craig (Last) (First) (Middle) 3850 HAMLIN ROAD (Street) AUBURN HILLS, MI 48326 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol BORGWARNER INC [BWA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Treasurer
3. Date of Earliest Transaction (MM/DD/YYYY) 10/17/2019		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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)
Common Stock	10/17/2019		<u>(1)</u>	566.0000 D \$38.0200	13434.8900	D	
Common Stock					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)
Phantom Stock	<u>(2)</u>					<u>(3)</u> <u>(3)</u>	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

number.