

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 Cyclicals

Fiscal Year 12/31

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Treasurer									
			3. Date of Earliest Transaction (MM/DD/YYYY) 10/17/2019					4. If Amendment, Date Original Filed (MM/DD/YYYY)					6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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 10/17/2019	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			F(1)		\$566.0000	D	\$38.0200				13434.8900	D
Common Stock											2122.1970	I

Table II - Derivative Securities 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. 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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