

Edgar Filing: FIEDLER JOHN F - Form 5

FIEDLER JOHN F
 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).
 / / Form 4 transactions reported.

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
 JOHN F. FIEDLER
 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 Officer (give title below) 10% Owner Other
 Chairman of the Board and Chief Executive Officer
7. Individual or Joint/Group Filing (Check applicable line)
 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. Transac- tion Code		4. Securities Acquired (A) or Disposed of (D)		
		Code	V	Amount	(A) or (D)	Price
Common Stock	3/2/01	G		240	D	-
Common Stock	3/7/01	G		5100	D	-

5. Amount of Securities Beneficially Owned at End of Month	6. Ownership Form Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership				
-						
-						
5,903	D	Joint With Spouse				
75,268.18(1)	I	By The Five Dancing Bears, L.P.				
8,251	I	By Spouse				

 (1) Shares owned by The Five Dancing Bears, L.P. of which the reporting
 person is the General Partner.

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (month \day\year)	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)
Employee Stock Option right to buy	\$48.275	7/25/01	A	4,170
Employee Stock Option right to buy	\$48.275	7/25/01	A	4,170
Employee Stock Option (Right to Buy)	\$48.275	7/25/01	A	1,461
Employee Stock Option (Right to Buy)	\$48.275	7/25/01	A	1,460

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 Owned At End Of Month	10. Ownership Form of Derivative Security (Direct (D) or Indirect (I))
7/25/03	Common Stock	4,170	4170	D
7/25/04	Common Stock	4,170	4170	D
7/25/03	Common Stock	1,461	1461	I
7/25/04	Common Stock	1,460	1460	I

11. Nature of Indirect Beneficial Ownership

-
-
By Spouse
By Spouse

Signature of Reporting Person
/s/ Laurene H. Horiszny
as attorney-in-fact for JOHN F. FIEDLER
Date: February 14, 2002