

OBERMAYER JEFFREY

Form 4

November 17, 2004

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OBERMAYER JEFFREY

(Last) (First) (Middle)

**200 SOUTH MICHIGAN AVE, 200
SOUTH MICHIGAN AVE**

(Street)

CHICAGO, IL 60604

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BORGWARNER INC [bwa]

3. Date of Earliest Transaction
(Month/Day/Year)

11/15/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

vice president & treasurer

6. 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
common stock	11/15/2004		M		5,200	D	\$ 24.1375	0
common stock	11/15/2004		S		5,200	D	\$ 50.9451	0
common stock	11/15/2004		M		6,382	D	\$ 24.1375	0
common stock	11/15/2004		S		6,382	D	\$ 50.9451	0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
common stock	\$ 24.1375	11/15/2004		M	5,200	07/25/2003 07/25/2011	common stock	5,200
common stock	\$ 24.1375	11/15/2004		M	6,382	07/25/2003 07/25/2011	Common Stock	6,382

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

OBERMAYER JEFFREY
200 SOUTH MICHIGAN AVE
200 SOUTH MICHIGAN AVE
CHICAGO, IL 60604

vice president & treasurer

Signatures

Laurene H. Horiszny as attorney-in-fact for Jeffrey L.
Obermayer

11/17/2004

__Signature of Reporting Person

Date

Explanation of Responses:

* 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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