

BORGWARNER INC
Form S-8
August 14, 2006

As Filed With The Securities And Exchange Commission On August 14, 2006
Registration Statement No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

BORGWARNER INC.
(Exact name of Registrant as specified in charter)

DELAWARE 13-3404508
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

3850 HAMLIN ROAD
AUBURN HILLS, MICHIGAN 48326
(Address of Principal Executive Offices)

BORGWARNER INC. RETIREMENT SAVINGS PLAN
(Full title of the plan)

LAURENE H. HORISZNY, ESQ.
BORGWARNER INC.
3850 HAMLIN ROAD
AUBURN HILLS, MICHIGAN 48326
(248) 754-9200
(Name, address and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

=====

PROPOSED TITLE OF SECURITIES TO BE REGISTERED	PROPOSED MAXIMUM AMOUNT TO BE REGISTERED (1)	PROPOSED REGISTRATION OFFERING PRICE PER SHARE FEE	AGGREGATE OFFERING REGISTRATION
---	--	--	---------------------------------------

=====
Common Stock, par value

\$0.01 per share

("Common Stock") (2) 300,000 Shares \$58.765 \$17,629,500 \$1,886.35
=====

(1) Computed pursuant to Rule 457 solely for the purpose of calculating the registration fee and not as a representation as to any actual proposed price. This amount is based on the average of the high and low prices of such Common Stock on August 10, 2006 on the consolidated reporting system.

(2) In addition, pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

=====

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The contents of registration statement no. 333-118202 is incorporated herein by reference.

ITEM 8. EXHIBITS.

The exhibits listed below are filed herewith and made a part hereof.

EXHIBIT

NUMBER DESCRIPTION OF DOCUMENT

- | | |
|------|--|
| 5.1 | Opinion of Laurene H. Horiszny, Vice President, General Counsel and Secretary of the Company |
| 23.1 | Consent of Independent Registered Public Accounting Firm |
| 23.2 | Consent of Laurene H. Horiszny (included in Exhibit 5.1) |
| 24.1 | Power of Attorney |
-

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Auburn Hills, State of Michigan, on August 14, 2006.

BORGWARNER INC.

By: /s/ Timothy M. Manganello
 Timothy M. Manganello
 Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name Title Date

/s/ Timothy M. Manganello Chairman and August 14, 2006
 TIMOTHY M. MANGANELLO Chief Executive Officer
 (Principal Executive Officer)

/s/ Robin J. Adams Executive Vice President August 14, 2006
 ROBIN J. ADAMS Chief Financial Officer &
 Chief Administrative Officer
 (Principal Financial Officer)

/s/ Jeffrey L. Obermayer Vice President and Controller August 14, 2006
 JEFFREY L. OBERMAYER (Principal Accounting Officer)

* PHYLLIS O. BONANNO Director August 14, 2006
 * DAVID T. BROWN Director August 14, 2006
 * JERE A. DRUMMOND Director August 14, 2006
 * PAUL E. GLASKE Director August 14, 2006
 * ALEXIS P. MICHAS Director August 14, 2006
 * ERNEST J. NOVAK, JR Director August 14, 2006
 * RICHARD O. SCHAU Director August 14, 2006
 *THOMAS T. STALLKAMP Director August 14, 2006

/s/TIMOTHY M. MANGANELLO As attorney-in-fact August 14, 2006
 TIMOTHY M. MANGANELLO for directors marked by an asterisk.

EXHIBIT INDEX

EXHIBIT

NUMBER DESCRIPTION OF DOCUMENT

5.1	Opinion of Laurene H. Horiszny, Vice President, General Counsel and Secretary of the Company
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of Laurene H. Horiszny (included in Exhibit 5.1)
24.1	Power of Attorney