

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

TITLE OF SECURITIES TO BE REGISTERED	PROPOSED MAXIMUM AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM PRICE (1)	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. SCHAUM        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