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BORGWARNER INC  
 Form S-8  
 January 21, 2005

REGISTRATION STATEMENT  
 As Filed With The Securities And Exchange Commission On January  
 21, 2005

REGISTRATION STATEMENT NO. 333-

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

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 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 Employer (I.R.S.  
 incorporation or organization) Identification No.)

5435 CORPORATE DRIVE, SUITE 150  
 TROY, MICHIGAN  
 (Address of Principal Executive Offices)

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 BORGWARNER INC. 2004 STOCK INCENTIVE PLAN  
 (Full title of the plan)

LAURENE H. HORISZNY, ESQ.  
 BORGWARNER INC.  
 5435 CORPORATE DRIVE, SUITE 150  
 TROY, MICHIGAN  
 (248) 373-5550  
 (Name, address and telephone number of agent for service)  
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CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	PROPOSED MAXIMUM AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1)	REGIST- RATION AGGREGATE OFFERING
Common Stock, par value \$0.01 per share ("Common Stock") (2)	1,350,000 Shares	\$53.47	
	\$72,184,500	\$8,496.12	

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(1) Computed pursuant to Rule 457(c) 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 January 14, 2005 on the consolidated reporting system.

(2) In addition, pursuant to Rule 416(c) 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. 333-117707 are incorporated herein by reference.

ITEM 8. EXHIBITS.

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

EXHIBIT  
NUMBER DESCRIPTION OF DOCUMENT

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 Troy, State of Michigan, on January 21, 2005.

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
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/s/ Timothy M. Manganello  
 \_\_\_\_\_ Chairman and January 21, 2005  
 TIMOTHY M. MANGANELLO Chief Executive Officer

/s/ Robin J. Adams  
 \_\_\_\_\_ Executive Vice President,  
 January 21, 2005  
 ROBIN J. ADAMS Chief Financial Officer &  
 Chief Administrative Officer  
 (Principal Financial Officer)

/s/ Jeffrey L. Obermayer  
 \_\_\_\_\_ Vice President and Controller  
 January 21, 2005  
 JEFFREY L. OBERMAYER (Principal Accounting Officer)

\*  
 JOHN RAU Director January 21, 2005  
 \*  
 ALEXIS P. MICHAS Director January 21, 2005  
 \*  
 PAUL E. GLASKE Director January 21, 2005  
 \*  
 WILLIAM E. BUTLER Director January 21, 2005  
 \*  
 ERNEST J. NOVAK, JR. Director January 21, 2005  
 \*  
 ANDREW F. BRIMMER Director January 21, 2005  
 \*  
 JERE A. DRUMMOND Director January 21, 2005  
 \*  
 PHYLLIS O. BONNANO Director January 21, 2005

DAVID T. BROWN Director

January  
 21,  
 2005

/s/TIMOTHY M. MANGANELLO \*As attorney-in-fact

January  
 21, 2005

TIMOTHY M. MANGANELLO for directors marked  
 by an asterisk.

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