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BORGWARNER INC
 Form S-8
 April 15, 2005

As Filed With The Securities And Exchange Commission On April 15, 2005
 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 incorporation or organization) | (I.R.S. Employer Identification No.) |

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

 BORGWARNER DIVERSIFIED TRANSMISSION PRODUCTS INC.,
 MUNCIE PLANT 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 REGISTRATION FEE | PROPOSED MAXIMUM AMOUNT TO BE REGISTERED | PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1) | AGGREGATE OFFERING PRICE | REGIST- RATION FEE |
|---|---|--|--------------------------------|--------------------------|
| Common Stock, par value \$0.01 per share ("Common Stock") (2) | 30,000 Shares | \$46.00 | \$1,380,000 | \$162.43 |

(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 April 14, 2005 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.

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PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The contents of registration statement no. 333-118201 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 April 15, 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 |
|--|---|----------------|
| /s/ Timothy M. Manganello TIMOTHY M. MANGANELLO | Chairman and Chief Executive Officer (Principal Executive Officer) | April 15, 2005 |
| /s/ Robin J. Adams ROBIN J. ADAMS | Executive Vice President, Chief Financial Officer & Chief Administrative Officer (Principal Financial Officer) | April 15, 2005 |
| /s/ Jeffrey L. Obermayer JEFFREY L. OBERMAYER | Vice President and Controller (Principal Accounting Officer) | April 15, 2005 |
| * JOHN RAU | Director | April 15, 2005 |
| * ALEXIS P. MICHAS | Director | April 15, 2005 |
| * PAUL E. GLASKE | Director | April 15, 2005 |
| * WILLIAM E. BUTLER | Director | April 15, 2005 |
| * ERNEST J. NOVAK, JR. | Director | April 15, 2005 |
| * | | |

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| | | |
|--------------------------|----------------------|----------------|
| ANDREW F. BRIMMER | Director | April 15, 2005 |
| * | | |
| JERE A. DRUMMOND | Director | April 15, 2005 |
| * | | |
| PHYLLIS O. BONNANO | Director | April 15, 2005 |
| DAVID T. BROWN | Director | April __, 2005 |
| /s/TIMOTHY M. MANGANELLO | *As attorney-in-fact | April 15, 2005 |

TIMOTHY M. MANGANELLO for directors marked by an asterisk.

EXHIBIT INDEX

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