



Edgar Filing: BREVARD MARY - Form 4

**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
phantom stock units	\$ 0	12/31/2005		A	0.581	(1) (1)	common stock	0
performance shares	(2)	02/08/2006		A	3,000	(3) (3)	common stock	3,000
Phantom Stock Units	(2)	12/31/2005		A	0.509	(4) (4)	common stock	0.509

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BREVARD MARY			vp	

## Signatures

Laurene H. Horiszny as attorney-in-fact for Mary Brevard  
 02/09/2006  
 \*\*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).
- (1) The phantom stock units were accrued under the Borg-Warner Automotive, Inc. Retirement Savings Excess Benefit Plan and are to be settled 100% in cash according to the terms of the plan.
- (2) 1-for-1
- (3) The number of performance shares actually earned will depend upon the total shareholder return of the Company's common stock compared to a peer group of companies over a period ending on December 31, 2008.
- (4) The number of phantom stock units were accrued under the BorgWarner Inc. 2004 Deferred Compensation Plan and are to be settled 100% in cash according to the terms of the plan.
- (5) From 1/1/05 to 12/31/05 the participant acquired 13.305 shares in the 401K plan.

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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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.