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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

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

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 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	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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