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BORGWARNER INC  
Form S-8 POS  
August 13, 2004

As filed with the Securities and Exchange Commission on August 13, 2004  
Registration Statement No. 333-35720

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
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.)

200 South Michigan Avenue  
Chicago, Illinois 60604  
(Address of Principal Executive Offices)

BORG-WARNER AUTOMOTIVE COOLING SYSTEMS CORPORATION  
RETIREMENT SAVINGS PLAN  
(Full title of the plan)

LAURENE H. HORISZNY, ESQ.  
BorgWarner Inc.  
200 South Michigan Avenue  
Chicago, Illinois 60604  
(312) 322-8500  
(Name, address and telephone number of agent for service)

DEREGISTRATION OF SECURITIES

On April 27, 2000, BorgWarner, Inc. (the "Company") filed a registration statement on Form S-8 (Registration No. 333-35720) with the Securities and Exchange Commission that registered 150,000 shares of common stock of the Company, par value \$.01 per share, and an indeterminate amount of plan interests to be offered or sold pursuant to the Borg-Warner Automotive Cooling Corporation Retirement Savings Plan (the "Plan").

Effective December 1, 2003, the Plan, along with four other defined contribution employee benefit plans, was merged with and into the BorgWarner Employees Retirement Savings Plan. As of that date, 120,605 shares of common stock remained registered and unissued under the Form S-8, Registration No. 333-35720. The Company has ceased offering securities under the Plan, and no additional securities will be issued thereunder.

In accordance with the undertakings contained in Part II, Item 9 of the registration statement and the rules promulgated by the Securities and Exchange Commission, we are filing this Post-Effective Amendment No. 1 to the Registration Statement to transfer the remaining unissued 120,605 shares of common stock registered under Registration Statement No. 333-35720 to the BorgWarner Employees Retirement Savings Plan, into which such Plan was merged as

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described above.

### Item 8. Exhibits.

The exhibit listed below is filed herewith and made a part hereof.

Exhibit Number -----	Description of Document -----
24.1	Power of Attorney

### SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Post-Effective Amendment No. 1 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 Chicago, State of Illinois, on August 13, 2004.

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 of the Board and Chief Executive Officer	August 13, 2004
/s/ROBIN J. ADAMS ROBIN J. ADAMS	Executive Vice President, Chief Financial Officer & Chief Administration Officer (Principal Financial Officer)	August 13, 2004
/s/WILLIAM C. CLINE WILLIAM C. CLINE	Vice President and Controller (Principal Accounting Officer)	August 13, 2004
* JOHN RAU	Director	August 13, 2004
* ALEXIS P. MICHAS	Director	August 13, 2004
* PAUL E. GLASKE	Director	August 13, 2004
* WILLIAM E. BUTLER	Director	August 13, 2004
* ERNEST J. NOVAK, JR.	Director	August 13, 2004
*		

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ANDREW F. BRIMMER	Director	August 13, 2004
*		
JERE A. DRUMMOND	Director	August 13, 2004
*		
PHYLLIS O. BONNANO	Director	August 13, 2004
/s/TIMOTHY M. MANGANELLO	*As attorney-in-fact for	August 13, 2004
TIMOTHY M. MANGANELLO	directors marked by an asterisk.	

THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the Retirement Savings Plan Committee as Administrator of the Borg-Warner Automotive Cooling Systems Corporation Retirement Savings Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on August 13, 2004.

BORG-WARNER AUTOMOTIVE COOLING SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN

By: /s/WILLIAM C. CLINE  
WILLIAM C. CLINE  
Member of the Retirement Savings Plan Committee as Administrator

By: /s/TIMOTHY M. MANGANELLO  
TIMOTHY M. MANGANELLO  
Member of the Retirement Savings Plan Committee as Administrator

By: /s/REGIS J. TREND  
REGIS J. TREND  
Member of the Retirement Savings Plan Committee as Administrator

By: /s/ROBIN J. ADAMS  
ROBIN J. ADAMS  
Member of the Retirement Savings Plan Committee as Administrator

EXHIBIT INDEX

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