

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

ORIGINAL



03023850

FORM 11-K

Annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2002 or

Transition report pursuant to Section 15(d) of the Securities Exchange Act of 1934 for the transition period from _____ to _____.

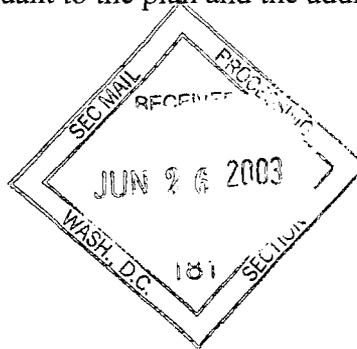
Commission file number : 333-12875

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

BorgWarner Air/Fluid Systems of Michigan Inc., Warren Plant Retirement Savings Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

BorgWarner Inc.
200 South Michigan Avenue
Chicago, IL 60604



PROCESSED

JUN 27 2003

THOMSON
FINANCIAL

REQUIRED INFORMATION

ITEM 4.

Financial Statements as of December 31, 2002 and 2001 and for the year ended December 31, 2002 and Independent Auditors' Report

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Pursuant to the requirements of the Securities Exchange Act of 1934, the committee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

BORGWARNER AIR/FLUID SYSTEMS OF MICHIGAN  
INC., WARREN PLANT RETIREMENT SAVINGS PLAN

Date: June 25, 2003

By: Regis J. Trendera  
Name: Regis J. Trendera  
Title: Member Retirement Savings Plan Committee

By: George E. Strickler  
Name: George E. Strickler  
Title: Member Retirement Savings Plan Committee

By: Kimberly Dickens  
Name: Kimberly Dickens  
Title: Member Retirement Savings Plan Committee

By: William C. Cline  
Name: William C. Cline  
Title: Member Retirement Savings Plan Committee

By: \_\_\_\_\_  
Name: Timothy M. Manganello  
Title: Member Retirement Savings Plan Committee

Pursuant to the requirements of the Securities Exchange Act of 1934, the committee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

BORGLARNER AIR/FLUID SYSTEMS OF MICHIGAN  
INC., WARREN PLANT RETIREMENT SAVINGS PLAN

Date: June 25, 2003

By: \_\_\_\_\_  
Name: Regis J. Trender  
Title: Member Retirement Savings Plan Committee

By: \_\_\_\_\_  
Name: George E. Strickler  
Title: Member Retirement Savings Plan Committee

By: \_\_\_\_\_  
Name: Kimberly Dickens  
Title: Member Retirement Savings Plan Committee

By: \_\_\_\_\_  
Name: William C. Cline  
Title: Member Retirement Savings Plan Committee

By: Timothy M. Manganello  
Name: Timothy M. Manganello  
Title: Member Retirement Savings Plan Committee

Ex. 23

Deloitte & Touche LLP  
180 N. Stetson Avenue  
Chicago, Illinois 60601-6779

Tel: (312) 946-3000  
Fax: (312) 946-2600  
www.deloitte.com

**Deloitte  
& Touche**

### **INDEPENDENT AUDITORS' CONSENT**

We consent to the incorporation by reference in Registration Statement No. 333-12875 on Form S-8 of BorgWarner Inc. of our report dated June 6, 2003, appearing in this annual report on Form 11-K of the BorgWarner Air/Fluid Systems of Michigan Inc., Warren Plant Retirement Savings Plan for the year ended December 31, 2002.

*Deloitte & Touche LLP*

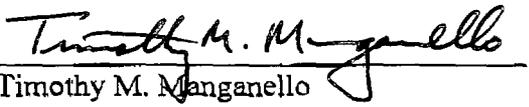
June 25, 2003

**EXHIBIT 99.1****CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO 18 U.S.C. 1350, AS ADOPTED PURSUANT  
TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Timothy M. Manganello, Chief Executive Officer of BorgWarner Inc. (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that to the best of my knowledge:

- (1) the Annual Report on Form 11-K of the BorgWarner Air/Fluid Systems Inc., Warren Plant Retirement Savings Plan (the "Plan") for the year ended December 31, 2002 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Plan.

Dated: June 17, 2003

  
Timothy M. Manganello  
Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to BorgWarner Inc. and will be retained by BorgWarner Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

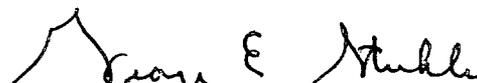
**EXHIBIT 99.2**

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO 18 U.S.C. 1350, AS ADOPTED PURSUANT  
TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, George E. Strickler, Chief Financial Officer of BorgWarner Inc. (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that to the best of my knowledge:

- (1) the Annual Report on Form 11-K of the BorgWarner Air/Fluid Systems Inc., Warren Plant Retirement Savings Plan (the "Plan") for the year ended December 31, 2002 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Plan.

Dated: June 25, 2003

  
\_\_\_\_\_  
George E. Strickler  
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to BorgWarner Inc. and will be retained by BorgWarner Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

**Deloitte  
& Touche**

***BorgWarner Air/Fluid Systems of  
Michigan Inc., Warren Plant  
Retirement Savings Plan***

*Financial Statements as of  
December 31, 2002 and 2001 and for the  
Year Ended December 31, 2002 and  
Independent Auditors' Report*

**BORGWARNER AIR/FLUID SYSTEMS OF MICHIGAN INC.,  
WARREN PLANT RETIREMENT SAVINGS PLAN**

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Supplemental schedules not listed are omitted due to the absence of conditions under which they are required.

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**Deloitte  
& Touche**

## **INDEPENDENT AUDITORS' REPORT**

BorgWarner Air/Fluid Systems of Michigan Inc.,  
Warren Plant Retirement Savings Plan:

We have audited the accompanying financial statements of the BorgWarner Air/Fluid Systems of Michigan Inc., Warren Plant Retirement Savings Plan (the "Plan") as of December 31, 2002 and 2001, and for the year ended December 31, 2002, as listed in the table of contents. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits as of December 31, 2002 and 2001, and the changes in net assets available for benefits for the year ended December 31, 2002 in conformity with accounting principles generally accepted in the United States of America.

*Deloitte & Touche LLP*

June 6, 2003

**BORGWARNER AIR/FLUID SYSTEMS OF MICHIGAN INC.,  
WARREN PLANT RETIREMENT SAVINGS PLAN**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
DECEMBER 31, 2002 AND 2001  
(In thousands)**

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|                                            | 2002          | 2001          |
|--------------------------------------------|---------------|---------------|
| ASSETS:                                    |               |               |
| Investment in Master Trust (Notes 4 and 6) | \$ 757        | \$ 821        |
| Contributions receivable                   | <u>2</u>      | <u>8</u>      |
| NET ASSETS AVAILABLE FOR BENEFITS          | <u>\$ 759</u> | <u>\$ 829</u> |

See notes to financial statements.

**BORGLARNER AIR/FLUID SYSTEMS OF MICHIGAN INC.,  
WARREN PLANT RETIREMENT SAVINGS PLAN**

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
YEAR ENDED DECEMBER 31, 2002**

**(In thousands)**

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ADDITIONS TO NET ASSETS:

|                                                                            |                    |
|----------------------------------------------------------------------------|--------------------|
| Investment income (loss) from the Master Trust:                            |                    |
| Net unrealized/realized depreciation in fair value of investments (Note 4) | \$ (155)           |
| Interest income                                                            | 2                  |
| Dividend income                                                            | 8                  |
|                                                                            | <u>          8</u> |

        Total investment loss (145)

|                                 |                     |
|---------------------------------|---------------------|
| Contributions from Participants | 65                  |
| Contributions from the Company  | 34                  |
|                                 | <u>          65</u> |

        Total additions (46)

DEDUCTIONS FROM NET ASSETS:

|                                 |                    |
|---------------------------------|--------------------|
| Participants' withdrawals       | 22                 |
| Miscellaneous expenses (Note 5) | 2                  |
|                                 | <u>          2</u> |

        Total deductions 24

NET DECREASE (70)

NET ASSETS AVAILABLE FOR BENEFITS—Beginning of year 829

NET ASSETS AVAILABLE FOR BENEFITS—End of year \$ 759

See notes to financial statements.

# **BORGWARNER AIR/FLUID SYSTEMS OF MICHIGAN INC., WARREN PLANT RETIREMENT SAVINGS PLAN**

## **NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2002 AND 2001 AND YEAR ENDED DECEMBER 31, 2002**

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### **1. DESCRIPTION OF PLAN**

The following description of the BorgWarner Air/Fluid Systems of Michigan Inc., Warren Plant Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

*General*—The Plan was established on June 17, 1996 and is a participating plan under the BorgWarner Inc. Retirement Savings Master Trust (the "Master Trust"). The Plan sponsor is BorgWarner Air/Fluid Systems of Michigan Inc. (the "Company"), a wholly owned indirect subsidiary of BorgWarner Inc. (the "Corporation").

The Plan was established as a defined contribution plan under Section 401(a) of the Internal Revenue Code, designed to provide eligible employees of the Company with systematic savings and tax-advantaged long-term savings for retirement. The Corporation has assigned the Retirement Savings Plan Committee (the "Committee") to oversee the Plan and the Master Trust. The Committee has appointed Putnam Investor Services, Inc. and Putnam Fiduciary Trust to perform the administrative, investment, and trustee services for the Plan and Master Trust. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

In 2002, the Company closed the Warren plant. All employees terminated as a result of the plant closing became fully vested in the Company contributions as of the date of their termination.

*Eligibility*—Hourly employees of the Company's Warren plant become participants in the Plan after they have been employed for at least six consecutive months by the Company.

*Participants' Accounts*—The following accounts are established for each participant in the Plan:

*Company Retirement Account*—The Company makes contributions to this account as a percentage of the participant's compensation based on the participant's age. No employee contributions are made to this account.

*Employee Retirement Account*—Participants may voluntarily contribute from one to three percent of their compensation to this account. The Company makes contributions equal to 100 percent of participants' contributions to this account. Beginning January 1, 2002, the Company match is automatically invested in the BorgWarner Inc. Stock Fund. Once invested, participants may transfer the Company match to any of the other investment choices.

*Savings Account*—Participants may voluntarily contribute one to ten percent of their compensation to this account. Beginning January 1, 2002, participants may contribute from one to twenty-five percent of their compensation. No Company contributions are made to this account.

**Retiree Health Account**—Participants may voluntarily contribute from one to three percent of their compensation to this account. The Company makes contributions equal to 100 percent of participants' contributions to this account, limited to \$500 per year.

**Investment Options**—Participants elect to invest their Company Retirement Account, Employee Retirement Account, Savings Account, and Retiree Health Account in one or more of the following funds of the Master Trust maintained by Putnam Fiduciary Trust, other than the Pending Account and Loan Fund, which are not fund elections available to participants: Barclays Mid Cap Equity Index Fund, Barclays Russell 2000 Index Fund, Barclays US Debt Index Fund, Barclays Equity Index, which are all collective trust funds; One Group Mid Cap Value Fund, The George Putnam Fund of Boston, Putnam Voyager Fund, Putnam Small Cap Value Fund, Putnam OTC Emerging Growth Fund, Putnam International Growth Fund, Putnam Vista Fund, and Global Growth Fund, which are all mutual funds; Investment Contracts Fund, BorgWarner Inc. Stock Fund, Loan Fund, and Pending Account.

The BorgWarner Inc. Stock Fund invests solely in the common stock of BorgWarner Inc. All purchases of BorgWarner Inc. stock are made on the open market.

**Vesting**—Fund assets attributable to voluntary participant contributions are fully vested at all times. Fund assets attributable to Company contributions vest 100 percent upon completion of three years of vested service.

**Withdrawals**—While participants are actively employed, no withdrawals may be made from the Company Retirement Account, the Employee Retirement Account, or the Retiree Health Account. Withdrawals may be made from the Savings Account at the participants' option subject to certain limitations. Upon termination of employment, participants may elect an immediate or future distribution of their vested account balances, as permitted by the Plan and by ERISA regulations.

**Loans**—Participants may borrow up to 50 percent of their Savings Account balance with a minimum of \$500 and a maximum of \$50,000, limited to a single loan outstanding at any time. Loan terms range from six months to five years, with interest charged at the rate established by the Trustee for similar loans on the origination date. Interest rates on loans outstanding as of December 31, 2002 range from 5.75% to 10.5%. No loans are permitted from the Company Retirement Account, the Employee Retirement Account, or the Retiree Health Account. Loans are secured by the remaining balance in the participant's Savings Account. Principal and interest is paid ratably through payroll deductions.

**Priorities Upon Termination**—Although the Company has not expressed any intent to discontinue the Plan, it has the right to do so at any time, subject to the provisions set forth in ERISA. In the event of termination, the interests of the affected participants shall become fully vested. The Plan assets then remaining shall be used to pay administrative expenses and benefits equal to the balance in the participants' accounts.

**Payment of Benefits**—Distribution of benefits is made upon retirement, death or other termination of employment. Participants may elect to receive distributions in the form of installments or a lump sum.

**Forfeited Accounts**—At December 31, 2002 and 2001, forfeited nonvested accounts totaled \$17,000 and \$22,000, respectively. These accounts will be used to reduce future employer contributions. During the year ended December 31, 2002, employer contributions were reduced by \$9,000 from forfeited nonvested accounts.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Investments**—The Investment Contracts Fund of the Master Trust is stated at cost plus interest earned to date (i.e., contract value) as reported by the trustee. The contract value of the Investment Contracts Fund was \$136,311,000 at December 31, 2002, compared to the fair value of \$146,118,000. The average yield for the Investment Contracts Fund was 5.93 percent for the year ended December 31, 2002. The crediting interest rate was 5.93% and 6.75% at December 31, 2002 and 2001, respectively. The Investment Contracts Fund is fully benefit-responsive. The Loan Fund is valued at cost plus accrued interest, which approximates fair value. Investments in all other funds of the Master Trust are stated at market value as reported by the trustee.

**Estimates**—The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of net assets available for benefits as of the date of the financial statements, and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates. The Plan utilizes various investment instruments, including mutual funds, collective trusts, and investment contracts. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

**Miscellaneous Expenses**—Transfer taxes and brokerage expenses attributable to the Master Trust assets are charged to the applicable fund as a reduction of the return on that fund. Any other expenses incurred with respect to Master Trust income or property are charged to the accounts of the participants, where applicable, or are paid in such manner as the Company determines.

**Payment of Benefits**—Benefits are paid when recorded. There were no amounts allocated to accounts of participants who had elected to withdraw from the Plan but had not been paid at December 31, 2002 and 2001.

**Transfers**—Along with the Plan, other entities of the Corporation sponsor defined contribution plans. When an employee transfers to any other BorgWarner entity covered by a different BorgWarner sponsored plan during the year, that participant's account balance is transferred to the corresponding plan.

## 3. TAX STATUS

The Plan obtained a determination letter, dated March 1, 2002, in which the Internal Revenue Service stated that the Plan, as amended through April 16, 2001, was in compliance with applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter; however, the Plan's management believes the Plan is currently designed and being operated in accordance with the applicable rules and regulations of the Internal Revenue Code; therefore, no provision for income taxes has been made in the Plan's financial statements.

#### 4. INVESTMENTS

The Plan's investments which exceeded five percent of net assets available for benefits as of December 31, 2002 and 2001 are as follows:

|                            | 2002           | 2001   |
|----------------------------|----------------|--------|
|                            | (In thousands) |        |
| Investment in Master Trust | \$ 757         | \$ 821 |

During 2002, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by \$155,000 as follows:

|                            | (In thousands)  |
|----------------------------|-----------------|
| Mutual funds               | \$ (85)         |
| Collective trust funds     | (66)            |
| BorgWarner Inc. Stock Fund | <u>(4)</u>      |
| Total                      | <u>\$ (155)</u> |

#### 5. RELATED-PARTY TRANSACTIONS

The Master Trust invests in BorgWarner Inc. common stock and makes loans to participants, which are permitted party-in-interest transactions. Certain Master Trust investments are shares of mutual funds and other investments managed by Putnam Fiduciary Trust Company. Putnam Fiduciary Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to Putnam amounted to \$2,000 for the year ended December 31, 2002, and are included in miscellaneous expenses.

#### 6. MASTER TRUST INFORMATION

Use of the Master Trust permits commingling of the trust assets of a number of defined contribution plans of the Corporation for investment and administrative purposes. Although assets are commingled in the Master Trust, Putnam Fiduciary Trust maintains supporting records for the purpose of allocating the net gain (loss) of the investment account to the various participating plans.

The Master Trust consists of the investments of ten defined contribution plans sponsored by entities of the Corporation. The investment account of the Master Trust is valued at fair value at the end of each business day. The net gain (loss) in the account is allocated by the Trustee to each participating plan based on the relationship of the interest of each plan to the total of the interests of all participating plans.

At December 31, 2002 and 2001, the Plan's interest in the net assets of the Master Trust was approximately 0.14 percent and 0.13 percent, respectively.

The following tables present the carrying value of investments of the Master Trust as of December 31, 2002 and 2001 and the components of investment income for the Master Trust for the year ended December 31, 2002:

|                                               | <b>December 31</b>       |                          |
|-----------------------------------------------|--------------------------|--------------------------|
|                                               | <b>2002</b>              | <b>2001</b>              |
| Carrying value of investments (in thousands): |                          |                          |
| Mutual funds                                  | \$ 251,199               | \$ 316,724               |
| Collective trust funds                        | 100,612                  | 117,702                  |
| BorgWarner Inc. Stock Fund                    | 55,310                   | 51,100                   |
| Investment Contracts Fund                     | 136,311                  | 127,147                  |
| Loan Fund                                     | 5,563                    | 6,242                    |
| Cash and cash equivalents                     | <u>838</u>               | <u>783</u>               |
| <b>Total</b>                                  | <b><u>\$ 549,833</u></b> | <b><u>\$ 619,698</u></b> |

|                                                                    | <b>Year Ended</b>         |
|--------------------------------------------------------------------|---------------------------|
|                                                                    | <b>December 31, 2002</b>  |
| Investment income (loss) (in thousands):                           |                           |
| Net realized/unrealized depreciation in fair value of investments: |                           |
| Mutual funds                                                       | \$ (65,054)               |
| Collective trust funds                                             | (20,048)                  |
| BorgWarner Inc. Stock Fund                                         | <u>(955)</u>              |
| Total net realized/unrealized depreciation                         | (86,057)                  |
| Interest income                                                    | 451                       |
| Dividend income                                                    | <u>13,511</u>             |
| <b>Total</b>                                                       | <b><u>\$ (72,095)</u></b> |

\* \* \* \* \*