Edgar Filing: MCGILL JOHN M - Form 4

Form 4												
February 03, 2005 FORM 4 Image: Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 State pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							OMB APPROVAL OMB 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5					
(Print or Type Ro	esponses)											
1. Name and Ad MCGILL JO (Last)	HN M	M Symbo BOR First) (Middle) 3. Dat			GWARNER INC [bwa] e of Earliest Transaction				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner			
			(Month/Day/Year) 02/02/2005					Director 10% Owner X Officer (give title Other (specify below) below) vp				
				Amendment, Date Original (Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 				
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secu	rities Acqu	uired, Disposed of,	or Beneficiall	y Owned		
	2. Transaction Date Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8) Code V	(Instr. 3,	sposed 4 and (A) or	f of (D) 5) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
common stock	02/02/2005			А	4,611	А	\$ 53.856	18,861	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number onof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
performance rights	<u>(1)</u>	02/02/2005		А	4,875	(2)	12/31/2007	common stock	4,875

Reporting Owners

Reporting Owner Name / Address	Relationships							
I O	Director	10% Owner	Officer	Other				
MCGILL JOHN M								
			vp					
Signatures								
Laurene H. Horiszny as attorne McGill	ey-in-fact	for John		02/03/2005				

Explanation of Responses:

**Signature of Reporting Person

- * 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).

Dalationshin

- (1) 1-for-1
- (2) 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, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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.

Date