

DANA CORP

Form 4

September 19, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BURNS MICHAEL J

(Last) (First) (Middle)

P.O. BOX 1000

(Street)

TOLEDO, OH 43697

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DANA CORP [DCN]

3. Date of Earliest Transaction
(Month/Day/Year)
09/15/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, CEO, / President & COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Common	09/15/2005		J ⁽¹⁾		422	A	\$ 14.516
							54,001.8804
							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
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SEC 1474
(9-02)

**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. 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. Price of Derivative Security (Instr. 3)
				Code	V	(A)	(D)	
Restricted Stock Units	\$ 0 ⁽²⁾	09/15/2005		J ⁽³⁾		214	⁽⁴⁾ ⁽⁴⁾	Common 214 \$ 0
Restricted Stock Units	\$ 0 ⁽²⁾	09/15/2005		J ⁽³⁾		332	⁽⁵⁾ ⁽⁵⁾	Common 332 \$ 0
Restricted Stock Units	\$ 0 ⁽²⁾	09/15/2005		J ⁽³⁾		879	⁽⁵⁾ ⁽⁵⁾	Common 879 \$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNS MICHAEL J P.O. BOX 1000 TOLEDO, OH 43697	X		Chairman, CEO, President & COO	

Signatures

Michael Burns 09/19/2005
 __Signature of Date
 Reporting Person

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) Dividend equivalents credited on restricted shares previously granted under Dana's Restricted Stock Plan. Exempt from Section 16(b) under Rule 16b-3.
- (2) Each restricted stock unit represents a contingent right to receive one share of Dana Corporation common stock.
- (3) Dividend equivalents credited on restricted stock units granted under Dana's Stock Incentive Plan (SIP). Exempt from Section 16(b) under Rule 16b-3.
- (4) Dividend equivalents credited with respect to previously granted restricted stock units become vested proportionately with the restricted stock units to which they relate, which vest in full on March 1, 2009. Vested shares will be delivered to Mr. Burns on a deferred basis following the date on which he terminates employment with Dana.

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- Dividend equivalents credited with respect to previously granted restricted stock units become vested proportionately with the restricted
- (5) stock units to which they relate, which vest in three equal annual installments beginning March 1, 2005. Vested shares will be delivered to Mr. Burns on a deferred basis following the date on which he terminates employment with Dana.

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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