

DANA CORP
Form 4
March 16, 2005

FORM 4

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

OMB APPROVAL

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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

(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)
03/15/2005

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common | 03/15/2005 | | J ⁽¹⁾ | 385 | A \$ 15.626 | 52,103.8746 | 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.

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) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|------------------------|---------------------|------------|--|------------------|---|-----|-----|------------------|-----------------|--------|----------------------------|------|
| Restricted Stock Units | \$ 0 ⁽²⁾ | 03/15/2005 | | J ⁽³⁾ | | 195 | | ⁽⁴⁾ | ⁽⁴⁾ | Common | 195 | \$ 0 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 03/15/2005 | | J ⁽³⁾ | | 304 | | ⁽⁵⁾ | ⁽⁵⁾ | Common | 304 | \$ 0 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 03/15/2005 | | J ⁽³⁾ | | 802 | | ⁽⁵⁾ | ⁽⁵⁾ | Common | 802 | \$ 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 03/16/2005
 __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) Dividends on shares 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 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 restricted stock units vest in full on March 1, 2009. Vested shares will be delivered to the reporting person on a deferred basis following the date on which the reporting person 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 restricted stock units vest in three equal annual installments beginning March 1, 2005. Vested shares will be delivered to the reporting person on each annual anniversary date.

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.