

DANA CORP
Form 4
December 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 *
RICHTER ROBERT C

(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)
12/15/2005

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)
Vice President and / Chief Fin. Officer

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)
			Code	V	Amount or Price (A) or (D)		
Common	12/15/2005		J(1)		80 \$ 7.17		D
Common	12/15/2005		J(2)		9 \$ 7.17		D
Common	12/15/2005		J(2)		8 \$ 7.17		D

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

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number.

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

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. Fair Value of Underlying Securities (Instr. 3 and 4)
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						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Addl Compensation Plan Phantom Units	\$ 7.17	12/15/2005		J ⁽³⁾	39	⁽⁴⁾	⁽⁵⁾	Common	39	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHTER ROBERT C P. O. BOX 1000 TOLEDO, OH 43697			Vice President and	Chief Fin. Officer

Signatures

Robert Richter 12/16/2005

 **Signature of Reporting Person Date

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 granted under Dana's Restricted Stock Plan. Exempt from Section 16(b) under Rule 16b-3.
- (2) Dividend equivalents credited on restricted stock units converted from restricted shares under Dana's Restricted Stock Plan. Exempt from Section 16(b) under Rule 16b-3.
- (3) Dividend equivalents credited on units credited under Dana's Additional Compensation Plan. Exempt from Section 16(b) under Rule 16b-3.
- (4) Units credited under Dana's Additional Compensation Plan do not have an exercise date. Participants are entitled to receive distributions of such units either in cash or stock, or in a combination of cash and stock, upon retirement or termination of employment.

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- (5) Units credited under Dana's Additional Compensation Plan do not have an expiration date. Participants are entitled to receive distributions of such units either in cash or stock, or in a combination of cash and stock, upon retirement or termination of employment.

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.