

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 \*  
BURNS MICHAEL J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
P.O. BOX 1000

3. Date of Earliest Transaction (Month/Day/Year)  
12/15/2005

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

(Street)  
TOLEDO, OH 43697

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

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

(City) (State) (Zip)

**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 (D) Price			
Common	12/15/2005		J <sup>(1)</sup>	73 A \$ 7.17	57,234.211	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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						(4)	(4)			
						(5)	(5)			
						(5)	(5)			
Restricted Stock Units	\$ 0 <sup>(2)</sup>	12/15/2005		J <sup>(3)</sup>	37	(4)	(4)	Common	37	\$ 0
Restricted Stock Units	\$ 0 <sup>(2)</sup>	12/15/2005		J <sup>(3)</sup>	57	(5)	(5)	Common	57	\$ 0
Restricted Stock Units	\$ 0 <sup>(2)</sup>	12/15/2005		J <sup>(3)</sup>	151	(5)	(5)	Common	151	\$ 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                      12/16/2005  
 \_\_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) 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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