

DANA CORP
Form 3
March 14, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Dyer Richard J | | (Month/Day/Year) | DANA CORP [DCN] | |
| (Last) | (First) | (Middle) | 03/03/2005 | |
| P.O. BOX 1000 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| TOLEDO, OH 43697 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Chief Acct'g Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common | 2,075.4256 | D | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|-------------------------------------|---------------------------|------------|--------|--------|------------|-------------------|---|
| Option/Tandem Tax Withholding Right | 07/17/2001 ⁽¹⁾ | 07/16/2010 | Common | 1,300 | \$ 23.0625 | D | Â |
| Option/Tandem tax withholding right | 07/16/2002 ⁽¹⁾ | 07/15/2011 | Common | 1,300 | \$ 25.05 | D | Â |
| Option/Tandem tax withholding right | 07/16/2003 ⁽¹⁾ | 07/15/2012 | Common | 1,800 | \$ 15.33 | D | Â |
| Option/Tandem tax withholding right | 04/21/2004 ⁽¹⁾ | 04/20/2013 | Common | 2,500 | \$ 8.34 | D | Â |
| Option/Tandem tax withholding right | 02/09/2005 ⁽¹⁾ | 02/08/2014 | Common | 2,500 | \$ 22.43 | D | Â |
| Option/Tandem Tax Withholding Right | 07/20/1999 ⁽¹⁾ | 07/19/2008 | Common | 700 | \$ 52.5625 | D | Â |
| Option/Tandem Tax Withholding Right | 07/19/2000 ⁽¹⁾ | 07/18/2009 | Common | 800 | \$ 45.5 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dyer Richard J P.O. BOX 1000 TOLEDO, OH 43697 | Â | Â | Â Chief Acct'g Officer | Â |

Signatures

Richard Dyer 03/14/2005
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- These options must be held for one year from the date of grant before they can be exercised. Thereafter, the options are exercisable as follows: 25% of the total options granted within 2 years after the date of grant; 50% within 3 years after the date of grant; 75% within 4 years after the date of grant and all options after 4 years from the date of grant.

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Remarks:

Note: Also see attached Exhibit EX-24 Attachment 0.

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.