

DANA CORP  
Form 3  
May 29, 2007

**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                                |  |
| Â Goettel Ralf                            |         | (Month/Day/Year)                     | DANA CORP [DCN]  |  |
| (Last)                                    | (First) | 05/17/2007                           |  |  |
| P.O. BOX 1000                             |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      |  |  |
| TOLEDO,Â OHÂ 43697                        |         |                                      | (Check all applicable)   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | (give title below) (specify below)   |  |
|   |         |                                      | Pres-Europe and / Engine Prods Group                                       |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common                             | 2,842  | D   | Â  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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

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|                                     |                           |                  |        | Shares |                     | (I)<br>(Instr. 5) |   |
|-------------------------------------|---------------------------|------------------|--------|--------|---------------------|-------------------|---|
| Option/Tandem Tax Withholding Right | 12/01/2005                | 07/16/2010       | Common | 8,000  | \$ 23.0625          | D                 | Â |
| Option/Tandem tax withholding right | 12/01/2005                | 07/15/2011       | Common | 5,000  | \$ 25.05            | D                 | Â |
| Option/Tandem tax withholding right | 12/01/2005                | 07/15/2012       | Common | 6,000  | \$ 15.33            | D                 | Â |
| Option/Tandem tax withholding right | 04/21/2004 <sup>(1)</sup> | 04/20/2013       | Common | 8,000  | \$ 8.34             | D                 | Â |
| Option/Tandem tax withholding right | 12/01/2005                | 02/08/2014       | Common | 6,000  | \$ 22.43            | D                 | Â |
| Option                              | 12/01/2005                | 02/13/2015       | Common | 16,170 | \$ 15.94            | D                 | Â |
| Option/Tandem Tax Withholding Right | 12/01/2005                | 07/19/2008       | Common | 700    | \$ 52.5625          | D                 | Â |
| Option/Tandem Tax Withholding Right | 12/01/2005                | 07/18/2009       | Common | 5,000  | \$ 45.5             | D                 | Â |
| Restricted Stock Units              | Â <sup>(3)</sup>          | Â <sup>(4)</sup> | Common | 1,300  | \$ 0 <sup>(2)</sup> | D                 | Â |
| Restricted Stock Units              | Â <sup>(5)</sup>          | Â <sup>(6)</sup> | Common | 2,524  | \$ 0 <sup>(2)</sup> | D                 | Â |
| Restricted Stock Units              | Â <sup>(7)</sup>          | Â <sup>(8)</sup> | Common | 140    | \$ 0 <sup>(2)</sup> | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                    | Relationships |           |                   |                    |
|---|---------------|-----------|-------------------|--------------------|
|   | Director      | 10% Owner | Officer           | Other              |
| Goettel Ralf<br>P.O. BOX 1000<br>TOLEDO, OH 43697 | Â             | Â         | Â Pres-Europe and | Engine Prods Group |

## Signatures

Ralf Goettel                      05/29/2007

\*\*Signature of Reporting Person                      Date

## 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).
- (1) Employee stock options granted on 04/21/03. 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 are exercisable one year after the date of grant; 50% are exercisable 2 years after the date of grant; 75% are exercisable 3 years after the date of grant and all options are exercisable 4 years after the date of grant.
  - (2) Each restricted stock unit represents a contingent right to receive one share of Dana Corporation common stock.
  - (3) Restricted stock units granted on 02/09/04 under Dana's Stock Incentive Plan, which vest in full on the fifth anniversary of the date of grant. Exempt from Section 16(b) under Rule 16b-3.

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- (4) Restricted stock units granted on 02/09/04 under Dana's Stock Incentive Plan, which vest in full on the fifth anniversary of the date of grant. Exempt from Section 16(b) under Rule 16b-3.
- (5) Restricted stock units granted on 02/14/05 under Dana's Stock Incentive Plan, which vest in full on the fifth anniversary of the date of grant. Exempt from Section 16(b) under Rule 16b-3.
- (6) Restricted stock units granted on 02/14/05 under Dana's Stock Incentive Plan, which vest in full on the fifth anniversary of the date of grant. Exempt from Section 16(b) under Rule 16b-3.
- (7) Total dividend equivalents credited with respect to the restricted stock units granted in 2004 and 2005, which vest with the restricted stock units to which they relate.
- (8) Total dividend equivalents credited with respect to the restricted stock units granted in 2004 and 2005, which vest with the restricted stock units to which they relate.

Â

**Remarks:**

Note:Â AlsoÂ seeÂ attachedÂ ExhibitÂ EX-24Â AttachmentÂ 0.

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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