

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>DEDO JACQUELINE A</u>			2. Issuer Name and Ticker or Trading Symbol <u>DANA HOLDING CORP [ DAN ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chf Strategy &amp; Procuremnt Ofr</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2011</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
3939 TECHNOLOGY DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
<u>MAUMEE</u>	<u>OH</u>	<u>43537</u>						
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01	03/02/2011		M		43,417	A	\$6.42	56,893	D	
Common Stock, par value \$0.01	03/02/2011		M		8,965	A	\$11.27	65,858	D	
Common Stock, par value \$0.01	03/02/2011		S		200	D	\$18.35	65,658	D	
Common Stock, par value \$0.01	03/02/2011		S		800	D	\$18.31	64,858	D	
Common Stock, par value \$0.01	03/02/2011		S		1,200	D	\$18.28	63,658	D	
Common Stock, par value \$0.01	03/02/2011		S		1,600	D	\$18.32	62,058	D	
Common Stock, par value \$0.01	03/02/2011		S		1,600	D	\$18.27	60,458	D	
Common Stock, par value \$0.01	03/02/2011		S		2,100	D	\$18.23	58,358	D	
Common Stock, par value \$0.01	03/02/2011		S		2,200	D	\$18.21	56,158	D	
Common Stock, par value \$0.01	03/02/2011		S		2,600	D	\$18.33	53,558	D	
Common Stock, par value \$0.01	03/02/2011		S		2,600	D	\$18.29	50,958	D	
Common Stock, par value \$0.01	03/02/2011		S		2,600	D	\$18.26	48,358	D	
Common Stock, par value \$0.01	03/02/2011		S		3,200	D	\$18.3	45,158	D	
Common Stock, par value \$0.01	03/02/2011		S		4,300	D	\$18.25	40,858	D	
Common Stock, par value \$0.01	03/02/2011		S		5,400	D	\$18.24	35,458	D	
Common Stock, par value \$0.01	03/02/2011		S		5,400	D	\$18.22	30,058	D	
Common Stock, par value \$0.01	03/02/2011		S		16,582	D	\$18.2	13,476	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option - Right to Buy	\$11.27	03/02/2011		M		8,965		03/02/2011 <sup>(1)</sup>	03/02/2020	Common Stock, par value \$0.01	8,965	\$0.0000	17,932	D	
Stock Option - Right to Buy	\$6.42	03/02/2011		M		43,417		09/02/2009 <sup>(1)</sup>	09/02/2018	Common Stock, par value \$0.01	43,417	\$0.0000	43,417	D	

**Explanation of Responses:**

1. Stock options granted vest in three (3) equal annual installments beginning on the first year anniversary date of the grant.

/s/ Robert W. Spencer, Jr. on  
behalf of Jacqueline A. Dedo

03/04/2011

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**