

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 27, 2009

Dana Holding Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-1063
(Commission File Number)

26-1531856
(IRS Employer
Identification Number)

4500 Dorr Street, Toledo, Ohio 43615
(Address of principal executive offices) (Zip Code)

(419) 535-4500
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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TABLE OF CONTENTS

[Item 8.01. Other Events.](#)

[Item 9.01 Financial Statements and Exhibits.](#)

[SIGNATURES](#)

[Exhibit Index](#)

[EX-99.1](#)

[Table of Contents](#)

Item 8.01. Other Events.

On March 30, 2009, Dana Holding Corporation (Dana) issued a press release announcing that the New York Stock Exchange (NYSE) has accepted Dana's plan to regain compliance with the NYSE's continued listing standards. A copy of Dana's press release related to this matter is being furnished as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed with this report.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Dana Holding Corporation Press Release dated March 30, 2009

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DANA HOLDING CORPORATION

Date: April 1, 2009

By: /s/ Marc S. Levin

Name: Marc S. Levin

Title: Senior Vice President, General Counsel and
Secretary

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Dana Holding Corporation Press Release dated March 30, 2009
	4

News Release



Dana Holding Corporation's Continued Listing Plan Accepted by NYSE; Dana Common Stock Will Continue to be Listed on Exchange

TOLEDO, Ohio — March 30, 2009 — Dana Holding Corporation (NYSE: DAN) today announced that the New York Stock Exchange has accepted the company's plan for continued listing on the exchange. Consequently, Dana's common stock will continue to be listed on the NYSE, subject to quarterly reviews by the exchange's Listings and Compliance Committee to ensure progress against the plan.

Dana announced on Dec. 19, 2008, that it had been informed by the NYSE that it had fallen below the exchange's continued listing standard of maintaining both an average closing price of at least \$1 per share and average market capitalization of at least \$100 million for a consecutive 30-day trading period.

The NYSE will conduct its reviews over an 18-month period, which began on Dec. 18, 2008. Dana must achieve a global market capitalization of \$100 million over a consecutive 30-day trading period at the completion of the 18-month plan period, or over two consecutive quarterly monitoring periods.

Regarding the \$1 per share requirement, on Feb. 5, 2009, the NYSE announced a temporary suspension of its share-price standard through June 30, 2009. Dana has until October 2009 to cure its share price non-compliance.

Dana will continue to work proactively with the NYSE to maintain the listing of its common stock during the relevant compliance periods.

About Dana Holding Corporation

Dana is a world leader in the supply of axles; driveshafts; and structural, sealing, and thermal-management products; as well as genuine service parts. The company's customer base includes virtually every major vehicle manufacturer in the global automotive, commercial vehicle, and off-highway markets. Based in Toledo, Ohio, the company employs approximately 29,000 people in 26 countries and reported 2008 sales of \$8.1 billion. For more information, please visit: www.dana.com.

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