

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Filcek Rodney R</u>  (Last) (First) (Middle) 3939 TECHNOLOGY DRIVE  (Street) MAUMEE OH 43537  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DANA INC [ DAN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) SVP & Chief Acctg Office
	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2017	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/24/2017		M		11,869	A	\$0.0000	36,163	D	
Common Stock, par value \$0.01	02/24/2017		M		206	A	\$0.0000	36,369	D	
Common Stock, par value \$0.01	02/24/2017		F		3,943 <sup>(1)</sup>	D	\$19.01	32,426	D	
Common Stock, par value \$0.01	02/25/2017		M		5,869	A	\$0.0000	38,295	D	
Common Stock, par value \$0.01	02/25/2017		M		231	A	\$0.0000	38,526	D	
Common Stock, par value \$0.01	02/25/2017		F		1,745 <sup>(1)</sup>	D	\$19.01	36,781	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
Dividend Equivalent Rights	(2)	02/24/2017		M			206	(2)	(2)	Common Stock, par value \$0.01	206	\$0.0000	529	D	
Restricted Stock Units	(3)	02/24/2017		M			11,869	(4)	(4)	Common Stock, par value \$0.01	11,869	\$0.0000	15,659	D	
Dividend Equivalent Rights	(2)	02/25/2017		M			231	(2)	(2)	Common Stock, par value \$0.01	231	\$0.0000	298	D	
Restricted Stock Units	(3)	02/25/2017		M			5,869	(5)	(5)	Common Stock, par value \$0.01	5,869	\$0.0000	0.0000	D	

**Explanation of Responses:**

- Represents the total number of shares of common stock withheld for the Reporting Person's tax obligation.
- Dividend equivalent rights accrued on previously granted restricted stock units and become exercisable proportionately with the restricted stock units to which they relate, which have vested.
- Each restricted stock unit granted represents the right to receive one share of Dana common stock or, at the election of Dana, cash equal to the market value per share. Each restricted stock unit contains dividend equivalent rights.
- Restricted stock units granted vest in full on the first anniversary date of the grant.
- Restricted stock units granted cliff vest three (3) years from date of grant.

/s/ Robert W. Spencer, Jr. on behalf of Rodney R. Filcek

02/28/2017

\*\* 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.

