

| OMB APPROVAL                                 |           |
|--|-----------|
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**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

|  |         |          |   |  |  |   |
|--|---------|----------|---|--|--|---|
| 1. Name and Address of Reporting Person*<br><b>BURNS MICHAEL J</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>DANA CORP [ DCN ]</b> |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Chairman, CEO, / President &amp; COO</b> |   |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>12/15/2004</b>   |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |
| P.O. BOX 1000  |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                |  |  |   |
| (Street)<br><b>TOLEDO OH 43697</b>                                 |         |          |   |  |  |   |
| (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 |   |  |   |

**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 |
| Restricted Stock Units                     | \$0.00 <sup>(1)</sup>                                  | 12/15/2004                           |  | J <sup>(2)</sup>               |   | 186  |     | (3)  | (3)             | Common  | 186  | \$0.00   | 168,372   | D  |       |
| Restricted Stock Units                     | \$0.00 <sup>(1)</sup>                                  | 12/15/2004                           |  | J <sup>(2)</sup>               |   | 287  |     | (4)  | (4)             | Common  | 287  | \$0.00   | 168,659   | D  |       |
| Restricted Stock Units                     | \$0.00 <sup>(1)</sup>                                  | 12/15/2004                           |  | J <sup>(2)</sup>               |   | 762  |     | (4)  | (4)             | Common  | 762  | \$0.00   | 169,421   | D  |       |

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of Dana Corporation common stock.
- Dividend equivalents credited on restricted stock units granted under Stock Incentive Plan (SIP). Exempt from Section 16(b) under Rule 16b-3.
- Dividend equivalents credited with respect to previously granted restricted stock units become vested proportionately with the restricted stock units to which they relate, which restricted stock units vest in full on March 1, 2009. Vested shares will be delivered to the reporting person on a deferred basis following the date on which the reporting person terminates employment with Dana.
- Dividend equivalents credited with respect to previously granted restricted stock units become vested proportionately with the restricted stock units to which they relate, which restricted stock units vest in three equal annual installments beginning March 1, 2005. Vested shares will be delivered to the reporting person on each annual anniversary date.

Michael Burns 12/17/2004  
 \*\* 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.