

**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	
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<b>1. Name and Address of Reporting Person*</b> <u>WALLMAN RICHARD F</u>  (Last) (First) (Middle) <u>3939 TECHNOLOGY DRIVE</u>  (Street) <u>MAUMEE OH 43537</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>DANA HOLDING CORP [ DAN ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>10/31/2011</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	10/31/2011		P		2,800	A	\$14.71	4,166	D	
Common Stock, par value \$0.01	10/31/2011		P		2,800	A	\$14.7	6,966	D	
Common Stock, par value \$0.01	10/31/2011		P		1,600	A	\$14.63	8,566	D	
Common Stock, par value \$0.01	10/31/2011		P		1,575	A	\$14.74	10,141	D	
Common Stock, par value \$0.01	10/31/2011		P		1,400	A	\$14.68	11,541	D	
Common Stock, par value \$0.01	10/31/2011		P		1,100	A	\$14.73	12,641	D	
Common Stock, par value \$0.01	10/31/2011		P		1,100	A	\$14.66	13,741	D	
Common Stock, par value \$0.01	10/31/2011		P		1,100	A	\$14.65	14,841	D	
Common Stock, par value \$0.01	10/31/2011		P		1,000	A	\$14.62	15,841	D	
Common Stock, par value \$0.01	10/31/2011		P		825	A	\$14.72	16,666	D	
Common Stock, par value \$0.01	10/31/2011		P		800	A	\$14.56	17,466	D	
Common Stock, par value \$0.01	10/31/2011		P		700	A	\$14.67	18,166	D	
Common Stock, par value \$0.01	10/31/2011		P		500	A	\$14.69	18,666	D	
Common Stock, par value \$0.01	10/31/2011		P		500	A	\$14.57	19,166	D	
Common Stock, par value \$0.01	10/31/2011		P		400	A	\$14.76	19,566	D	
Common Stock, par value \$0.01	10/31/2011		P		400	A	\$14.61	19,966	D	
Common Stock, par value \$0.01	10/31/2011		P		200	A	\$14.75	20,166	D	
Common Stock, par value \$0.01	10/31/2011		P		200	A	\$14.705	20,366	D	
Common Stock, par value \$0.01	10/31/2011		P		200	A	\$14.6625	20,566	D	
Common Stock, par value \$0.01	10/31/2011		P		200	A	\$14.6525	20,766	D	
Common Stock, par value \$0.01	10/31/2011		P		200	A	\$14.5725	20,966	D	
Common Stock, par value \$0.01	10/31/2011		P		100	A	\$14.7225	21,066	D	
Common Stock, par value \$0.01	10/31/2011		P		100	A	\$14.7174	21,166	D	
Common Stock, par value \$0.01	10/31/2011		P		100	A	\$14.7125	21,266	D	
Common Stock, par value \$0.01	10/31/2011		P		100	A	\$14.6725	21,366	D	

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year)	5. Number of 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 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)	
1. Title of Derivative Security (Instr. 3) Explanation of Responses:	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 Date (Instr. 3)	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 Underlying Derivative Securities  <u>/s/ Robert W. Spencer, Jr. on behalf of Richard E. Wallman</u> ** Signature of Reporting Person	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) <u>10/31/2011</u>	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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 state securities laws apply, file this Form with your state securities regulator as well as the SEC. See Instruction 6 for filing instructions.							Amount or Number of Shares	Amount or Number of Shares			

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