

**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>CARROLL WILLIAM J</u>  (Last) (First) (Middle) P. O. BOX 1000  (Street) TOLEDO OH 43697  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DANA CORP [ DCN ]</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>Acting President &amp; / COO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2003</u>	
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	12/15/2003		J <sup>(1)</sup>	V	194	A	\$15.9637	119,307.8595	D	
Common	12/15/2003		J <sup>(2)</sup>	V	77	A	\$15.9637	119,384.8595	D	
Common								1,960	I	By Granddaughter's Trust M.Rose
Common								1,960	I	By Granddaughter's Trust Sarah

**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
Addl Compensation Plan Phantom Units	\$15.9637	12/15/2003		J <sup>(3)</sup>	V	50		(4)	(5)	Common	50	\$15.9637	13,297	D	

**Explanation of Responses:**

- Dividends on shares granted under Dana's Restricted Stock Plan. Exempt from Section 16(b) under Rule 16b-3.
- Dividend equivalents credited on restricted stock units granted under Dana's Restricted Stock Plan. Exempt from Section 16(b) under Rule 16b-3.
- Dividends on units credited under Dana's Additional Compensation Plan. Exempt from Section 16(b) under Rule 16b-3.
- Units credited under Dana's Additional Compensation Plan do not have an exercise date. Participants are entitled to receive distributions of such units either in cash or stock, or in a combination of cash and stock, upon retirement or termination of employment.
- Units credited under Dana's Additional Compensation Plan do not have an expiration date. Participants are entitled to receive distributions of such units either in cash or stock, or in a combination of cash and stock, upon retirement or termination of employment.

William Carroll

12/16/2003

\*\* 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.