FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 a	nd Address of	Reporting Person*		2	2. Issue	r Name a	ınd Ti	cker or Tradi	ng Sy	/mbol		5. 1	Relati	ionship of	Reporting	Perso	n(s) to Issu	ier
Matthews Dwayne				DANA HOLDING CORP [DAN]									all applica		-	,		
	**************************************	<u></u>		[Director Officer (nive title		10% Ow Other (s	
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(City)	(3	iale)	(ΖΙΡ)															
		Та	ble I - Non-D	erivati	ive S	ecuriti	es A	cquired,	Disp	osed of,	or Ben	eficial	ly O	wned				
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			Dat (Mo	e nth/Day	/Year)	Execution Date if any (Month/Day/Ye		Code (I	te, Transaction Disposed O			3, 4 and	Beneficia		ly	(D) or	Indirect	Indirect Beneficial
								ear) 8)					— ғ	Owned Following Reported		(I) (Instr. 4)		Ownership (Instr. 4)
								Code	v	Amount	(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)				
			Table II - Dei	ivativ	- Sar	ruritios	: Ac	quired D	enc	sed of a	or Renef	icially	, Ow	med				l
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Explanation of Responses:

- $1. \ Restricted \ stock \ units \ granted \ pursuant \ to \ the \ Dana \ Holding \ Corporation \ 2012 \ Omnibus \ Incentive \ Plan.$
- 2. 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.
- 3. Restricted stock units granted cliff vest three (3) years from date of grant.
- 4. Stock options granted pursuant to the Dana Holding Corporation 2012 Omnibus Incentive Plan.
- 5. Stock options granted vest in three (3) equal annual installments beginning on the first year anniversary date of the grant.

/s/ Robert W. Spencer Jr. on behalf of Dwayne Matthews 02/27/2013

** 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.