

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-8

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

Dana Corporation
(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

34-4361040
(I.R.S. Employer Identification No.)

4500 Dorr Street, Toledo, Ohio
(Address of principal executive offices)

43615
(Zip code)

Dana Corporation Amended and Restated Stock Incentive Plan
and Dana Corporation Director Deferred Fee Plan
(Full titles of the plans)

Michael L. DeBacker, Secretary
Dana Corporation, P.O. Box 1000, Toledo, Ohio 43697
(Name and address of agent for service)

419-535-4500
(Telephone number of agent for service)

Calculation of Registration Fee

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price (1)	Amount of registration fee
Common stock (par value \$1 per share)	5,200,000 shares and related Preferred Share Purchase Rights (2)	\$ 7.80	\$ 40,560,000	\$ 3,282

(1) Estimated solely for the purpose of determining the amount of the registration fee pursuant to Securities Act Rule 457(c) on the basis of the average high and low prices reported on the New York Stock Exchange Composite Tape on April 14, 2003.

(2) Includes 5,000,000 shares registered for issuance under the Dana Corporation Amended and Restated Stock Incentive Plan (formerly known as the Dana Corporation 1997 Stock Option Plan) and 200,000 shares registered for issuance under the Dana Corporation Director Deferred Fee Plan.

As permitted by Securities Act Rule 429(a), the prospectuses included herein also relate to Registration Statements Nos. 333-59442, 333-37435 and 33-64198.

REGISTRATION OF ADDITIONAL SECURITIES

Dana Corporation (Dana) is hereby registering 5,000,000 additional shares of its common stock, par value \$1 per share (Common Stock) and the related Preferred Share Purchase Rights (Rights) for issuance under the Dana Corporation Amended and Restated Incentive Stock Plan, formerly known as the Dana Corporation 1997 Stock Option Plan. The following registration statements on Form S-8 relating to the same class of securities and the same employee benefit plan are currently effective and, in accordance with General Instruction E to Form S-8, the contents of those registration statements are incorporated herein by reference: Registration Statement No. 333-59442, filed with the Securities and Exchange Commission (SEC) on April 24, 2001; Registration Statement No. 333-37435, filed with the SEC on October 8, 1997; and Registration Statement No. 33-64198, filed with the SEC on June 10, 1993.

Dana is also hereby registering 200,000 additional shares of its Common Stock and the related Rights for issuance under the Dana Corporation Director Deferred Fee Plan. The following registration statements on Form S-8 relating to the same class of securities and the same employee benefit plan are currently effective and, in accordance with General Instruction E to Form S-8, the contents of those registration statements are incorporated herein by reference: Registration Statement No. 333-37435, filed with the SEC on October 8, 1997, and Registration Statement No. 33-64198, filed with the SEC on June 10, 1993.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toledo, State of Ohio, on April 21, 2003.

Dana Corporation

By: /s/ Michael L. DeBacker
Michael L. DeBacker
Vice President, General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
Principal Executive Officer:		
<u>/s/ J. M. Magliochetti</u> J. M. Magliochetti	Chief Executive Officer and Director	April 21, 2003
Principal Financial Officer:		
<u>/s/ R. C. Richter</u> R. C. Richter	Chief Financial Officer	April 21, 2003
Principal Accounting Officer:		
<u>/s/ R. J. Westerheide</u> R. J. Westerheide	Chief Accounting Officer	April 21, 2003

Signature	Title	Date
_____	_____	_____
Directors:		
*s/ B. F. Bailar _____ B. F. Bailar	Director	April 21, 2003
*s/ A. C. Baillie _____ A. C. Baillie	Director	April 21, 2003
*s/ E. M. Carpenter _____ E. M. Carpenter	Director	April 21, 2003
*s/ E. Clark _____ E. Clark	Director	April 21, 2003
*s/ C. W. Grisé _____ C. W. Grisé	Director	April 21, 2003
*s/ G. H. Hiner _____ G. H. Hiner	Director	April 21, 2003
*s/ J. P. Kelly _____ J. P. Kelly	Director	April 21, 2003
*s/ M. R. Marks _____ M. R. Marks	Director	April 21, 2003
*s/ R. B. Priory _____ R. B. Priory	Director	April 21, 2003
*s/ F. M. Senderos _____ F. M. Senderos	Director	April 21, 2003
* By /s/ Michael L. DeBacker _____ Michael L. DeBacker Attorney-in-Fact		

EXHIBIT INDEX

Exhibit No.	Description
5	Opinion of Hunton & Williams
23-A	Consent of PricewaterhouseCoopers LLP
23-B	Consent of Hunton & Williams (included in Exhibit 5)
24-A	Power of Attorney (Stock Incentive Plan)
24-B	Power of Attorney (Director Deferred Fee Plan)

[Letterhead of Hunton & Williams]

April 21, 2003

Dana Corporation
P.O. Box 1000
Toledo, OH 43697

Re: Dana Corporation Registration Statement on Form S-8
Dana Corporation Amended and Restated Stock Incentive Plan
and Dana Corporation Director Deferred Fee Plan

Ladies and Gentlemen:

We have acted as counsel to Dana Corporation (the "Company") in connection with the Registration Statement (the "Registration Statement") on Form S-8 for the Dana Corporation Amended and Restated Stock Incentive Plan and the Dana Corporation Director Deferred Fee Plan (the "Plans") being filed under the Securities Act of 1933, as amended ("the Act"), on or about the date of this letter to register 5,200,000 additional shares of common stock, \$1.00 par value per share, including associated Preferred Share Purchase Rights (the "Shares"), of the Company, which from time to time may be offered and sold by the Company in connection with the Plans.

We are familiar with the Registration Statement and the Exhibits thereto. We have examined originals or copies, certified and otherwise identified to our satisfaction, of such corporate documents and records of the Company and certificates and verbal advice of public officials as we have deemed necessary to enable us to express this opinion. We have also relied on certificates of officers of the Company as to certain factual matters. In rendering this opinion, we have assumed (i) the genuineness of all signatures, (ii) the authenticity of all documents submitted to us as originals, and (iii) the conformity to authentic original documents of all documents submitted to us as certified, conformed or photostatic copies.

Based upon and subject to the foregoing, we are of the opinion that:

1. The Company is a corporation duly incorporated, validly existing and in good standing under the laws of the Commonwealth of Virginia.
2. The Shares have been duly authorized and, when offered and sold as described in the Registration Statement, will be legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act, the rules and regulations of the Securities Exchange Commission promulgated thereunder, or Item 509 of Regulation S-K.

Very truly yours,

/s/ Hunton & Williams

HUNTON & WILLIAMS

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 10, 2003 relating to the financial statements, which appears in the 2002 Annual Report to Shareholders of Dana Corporation, which is incorporated by reference in Dana Corporation's Annual Report on Form 10-K for the year ended December 31, 2002. We also consent to the incorporation by reference of our report dated February 10, 2003 relating to the financial statement schedule, which appears in such Annual Report on Form 10-K.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Toledo, Ohio

April 21, 2003

POWER OF ATTORNEY

The undersigned directors and/or officers of Dana Corporation (the Corporation) hereby constitute and appoint Joseph M. Magliochetti, Robert C. Richter, Richard J. Westerheide, Michael L. DeBacker and M. Jean Hardman, and each of them, severally, their true and lawful attorneys-in-fact:

(i) to execute, in their names and capacities as directors and/or officers of the Corporation, a registration statement, on the appropriate form, and all exhibits, amendments and supplements thereto and any related documents, to register an additional 5,000,000 shares of common stock of the Corporation authorized for issuance under the Amended and Restated Dana Corporation Stock Incentive Plan (formerly known as the Dana Corporation 1997 Stock Option Plan), which was approved by the Corporation's Board of Directors on February 11, 2003, and will be submitted to the Corporation's stockholders at the Annual Meeting on April 2, 2003, and

(ii) to file, in the name and on behalf of the Corporation, such registration statement, exhibits, amendments, supplements and documents with the Securities and Exchange Commission under the Securities Act of 1933, as amended.

This Power of Attorney automatically ends as to each appointee upon the termination of his or her service with the Corporation.

In witness whereof, the undersigned have executed this instrument on February 11, 2003.

/s/ B. F. Bailar

B. F. Bailar

/s/ A. C. Baillie

A. C. Baillie

/s/ E. M. Carpenter

E. M. Carpenter

/s/ E. Clark

E. Clark

/s/ C. W. Gris 

C. W. Gris 

/s/ G. H. Hiner

G. H. Hiner

/s/ J. P. Kelly

J. P. Kelly

/s/ J. M. Magliochetti

J. M. Magliochetti

/s/ M. R. Marks

M. R. Marks

/s/ R. B. Priory

R. B. Priory

/s/ F. M. Senderos

F. M. Senderos

/s/ M. L. DeBacker

M. L. DeBacker

/s/ M. J. Hardman

M. J. Hardman

/s/ R. C. Richter

R. C. Richter

/s/ R. J. Westerheide

R. J. Westerheide

POWER OF ATTORNEY

The undersigned directors and/or officers of Dana Corporation (the Corporation) hereby constitute and appoint Joseph M. Magliochetti, Robert C. Richter, Richard J. Westerheide, Michael L. DeBacker and M. Jean Hardman, and each of them, severally, their true and lawful attorneys-in-fact:

(i) to execute, in their names and capacities as directors and/or officers of the Corporation, a registration statement, on the appropriate form, and all exhibits, amendments and supplements thereto and any related documents, to register an additional 200,000 shares of common stock of the Corporation authorized for issuance under the Dana Corporation Director Deferred Fee Plan which was approved by the Corporation's Board of Directors on February 11, 2003, and will be submitted to the Corporation's stockholders at the Annual Meeting on April 2, 2003, and

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In witness whereof, the undersigned have executed this instrument on February 11, 2003.

/s/ B. F. Bailar

B. F. Bailar

/s/ A. C. Baillie

A. C. Baillie

/s/ E. M. Carpenter

E. M. Carpenter

/s/ E. Clark

E. Clark

/s/ C. W. Gris 

C. W. Gris 

/s/ G. H. Hiner

G. H. Hiner

/s/ J. P. Kelly

J. P. Kelly

/s/ J. M. Magliochetti

J. M. Magliochetti

/s/ M. R. Marks

M. R. Marks

/s/ R. B. Priory

R. B. Priory

/s/ F. M. Senderos

F. M. Senderos

/s/ M. L. DeBacker

M. L. DeBacker

/s/ M. J. Hardman

M. J. Hardman

/s/ R. C. Richter

R. C. Richter

/s/ R. J. Westerheide

R. J. Westerheide