

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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1. Name and Address of Reporting Person* <u>SCHULZ MARK A</u>			2. Issuer Name and Ticker or Trading Symbol <u>DANA HOLDING CORP [DAN]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/09/2012</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
3939 TECHNOLOGY DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
<u>MAUMEE</u>	<u>OH</u>	<u>43537</u>						
(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			
Common Stock, par value \$0.01	03/09/2012		M		20,000	A	\$0.51	29,236	D	
Common Stock, par value \$0.01	03/09/2012		S		100	D	\$16.095	29,136	D	
Common Stock, par value \$0.01	03/09/2012		S		100	D	\$16.035	29,036	D	
Common Stock, par value \$0.01	03/09/2012		S		100	D	\$16.01	28,936	D	
Common Stock, par value \$0.01	03/09/2012		S		200	D	\$16.17	28,736	D	
Common Stock, par value \$0.01	03/09/2012		S		200	D	\$16.16	28,536	D	
Common Stock, par value \$0.01	03/09/2012		S		200	D	\$16.155	28,336	D	
Common Stock, par value \$0.01	03/09/2012		S		200	D	\$16.1	28,136	D	
Common Stock, par value \$0.01	03/09/2012		S		200	D	\$16.06	27,936	D	
Common Stock, par value \$0.01	03/09/2012		S		200	D	\$16.025	27,736	D	
Common Stock, par value \$0.01	03/09/2012		S		300	D	\$16.085	27,436	D	
Common Stock, par value \$0.01	03/09/2012		S		300	D	\$16.065	27,136	D	
Common Stock, par value \$0.01	03/09/2012		S		400	D	\$16.14	26,736	D	
Common Stock, par value \$0.01	03/09/2012		S		400	D	\$16.13	26,336	D	
Common Stock, par value \$0.01	03/09/2012		S		400	D	\$16.045	25,936	D	
Common Stock, par value \$0.01	03/09/2012		S		500	D	\$16.08	25,436	D	
Common Stock, par value \$0.01	03/09/2012		S		500	D	\$16.07	24,936	D	
Common Stock, par value \$0.01	03/09/2012		S		500	D	\$16.03	24,436	D	
Common Stock, par value \$0.01	03/09/2012		S		500	D	\$15.99	23,936	D	
Common Stock, par value \$0.01	03/09/2012		S		600	D	\$16.02	23,336	D	
Common Stock, par value \$0.01	03/09/2012		S		700	D	\$15.98	22,636	D	
Common Stock, par value \$0.01	03/09/2012		S		800	D	\$15.97	21,836	D	
Common Stock, par value \$0.01	03/09/2012		S		900	D	\$16.12	20,936	D	
Common Stock, par value \$0.01	03/09/2012		S		1,000	D	\$16.11	19,936	D	
Common Stock, par value \$0.01	03/09/2012		S		1,100	D	\$16.09	18,836	D	
Common Stock, par value \$0.01	03/09/2012		S		2,100	D	\$16.04	16,736	D	
Common Stock, par value \$0.01	03/09/2012		S		7,500	D	\$16.05	9,236	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 (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Title and Amount of Underlying Derivative Security (Instr. 3 and 4)	9. Price of Derivative Security (Instr. 5)	10. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	11. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	12. Nature of Indirect Beneficial Ownership (Instr. 4)
Stock Option - Right to Buy	\$0.51	03/09/2012		M	20,000	03/18/2010 ⁽¹⁾ 03/18/2019	Common Stock, par value \$0.01	\$0.0000	30,000	D	

Explanation of Responses:

1. 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 Mark A. Schulz

03/12/2012

** 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.