Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Vashington,	D.C.	20549
vasiliigion,	D.C.	20040

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL										
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     OConnell Diarmuid B.						2. Issuer Name <b>and</b> Ticker or Trading Symbol DANA INC [ DAN ]									(Che	elationship of the control of the co	•		son(s) to Iss 10% Ov		
(Last) 3939 TE	(Fi	,	(Middle)		3. Date of Earliest Transaction (Mo 02/16/2023							Day/Year)				Officer below)	(give title		Other (s below)	specify	
(Street)  MAUMI			43537		4. 11	4. If Amendment, Date of Original Filed (Month/Day/Year)									Line	Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person					
(City)	(St		(Zip)																		
Table I - Non-Deriva  1. Title of Security (Instr. 3)  2. Transac Date (Month/Da					action	ction 2A. Deemed Execution Date,			,	3. 4. Securitie Disposed Code (Instr.			es Acqui	red (A	A) or	5. Amou Securitie Beneficia Owned F	nt of es ally following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
						,	Code V		Amount	(A) (D)	r P	Price	Transact	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)				
Common Stock, par value \$0.01				02/16	5/2023	/2023			M		6,578	A	\$	0.000	0 32,	,582		D			
Common Stock, par value \$0.01 02/16/					5/2023	2023			M		159 A S		\$	60.000	32,741			D			
		٦	Table II -									osed of, convertil				Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemd Execution if any (Month/Da	Date,	4. Transa Code (I 8)		5. Number of Experimental Section 2. Title and Expiration Date Amount of				of es ing ve Se		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	s Ily	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
					Code	v	(A)	(D)	Dat Exe	te ercisabl		Expiration Date	Title	or Ni of	umber						
Dividend Equivalent Rights	(1)	02/16/2023			M			159		(1)		(1)	Commo Stock, par valu \$0.01		159	\$0.0000	0.0000	0	D		
Restricted Stock Units	(2)	02/16/2023			М			6,578	02/	16/2023	3(3)	(3)	Commo Stock, par valu \$0.01	16	5,578	\$0.0000	0.0000	0	D		

## **Explanation of Responses:**

- 1. Dividend equivalent rights accrued on previously granted restricted stock units and become exercisable proportionately with the restricted stock units to which they relate, which have vested.
- 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 vest in full on the first anniversary date of the grant.

/s/ Laura L. Aossey on behalf of Diarmuid B. O'Connell

02/21/2023

\*\* 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.