

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14D-9
SOLICITATION/RECOMMENDATION STATEMENT
PURSUANT TO SECTION 14(d)(4) OF THE
SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 12)

DANA CORPORATION
(Name of Subject Company)

DANA CORPORATION
(Name of Person(s) Filing Statement)

Common Stock, Par Value \$1.00 Per Share
(including the Associated Series A Junior
Participating Preferred Stock Purchase Rights)
(Title of Class of Securities)

235811 10 6
(CUSIP Number of Class of Securities)

Michael L. DeBacker, Esq.
Vice President, General Counsel and Secretary
Dana Corporation
4500 Dorr Street
Toledo, Ohio 43615
(419) 535-4500

(Name, Address and Telephone Number of Person Authorized to Receive Notice and
Communications on Behalf of the Person(s) Filing Statement)

With copies to:

Adam O. Emmerich, Esq.
David C. Karp, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019
(212) 403-1000

Check the box if the filing relates solely to preliminary communications made
before the commencement of a tender offer.

The purpose of this amendment is to amend and supplement Item
9 in the Solicitation/Recommendation Statement on Schedule 14D-9 previously
filed by Dana Corporation, a Virginia corporation, on July 22, 2003, as
thereafter amended, and to add an additional Exhibit and revise the Exhibit
Index accordingly.

Item 9. Exhibits.

Exhibit No. Description

(a) (22) Press release issued by Dana on August 28, 2003

SIGNATURE

After due inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

DANA CORPORATION

By: /s/ Joseph M. Magliochetti

Joseph M. Magliochetti
Chairman of the Board and
Chief Executive Officer

Dated: August 29, 2003

INDEX OF EXHIBITS

Exhibit No.	Description
(a) (22)	Press release issued by Dana on August 28, 2003

CONTACT: MICHELLE HARDS
419-535-4636

DANA COMMENTS ON ARVINMERITOR TENDER OFFER EXTENSION

TOLEDO, OH -- AUGUST 28, 2003 -- Dana Corporation (NYSE: DCN) issued the following statement today in response to the announcement by ArvinMeritor, Inc. (NYSE: ARM) that it will extend the tender period for its offer for outstanding Dana shares.

"On July 22, Dana's Board of Directors rejected ArvinMeritor's offer after a thorough review and consultation with its legal and financial advisors. The Board concluded that the offer is a financially inadequate, high-risk proposal that is not in the best interests of Dana or its shareholders and that is subject to serious financing risks and antitrust concerns that could prevent its completion. Further, the Board noted that Dana's restructuring and transformation efforts are producing results and reaffirmed its belief that Dana's ongoing strategy is a better way to enhance value for shareholders," said Joe Magliochetti, Chairman and Chief Executive Officer. "Nothing has changed in this regard.

"The small number of shares tendered to date confirms that many of our shareholders agree with Dana's Board that ArvinMeritor's offer is not in their best interest.

"According to its public statements, ArvinMeritor has not yet obtained the necessary financing for the proposed transaction. Since the offer was originally announced in July, we believe that the fast-changing conditions in the debt markets have made, and will continue to make, this significant challenge even more difficult. And, ArvinMeritor only recently decided to begin the process of seeking antitrust approval by making the required Hart-Scott-Rodino antitrust filing," Mr. Magliochetti continued.

"Contrary to its earlier statements about plans to create a \$17 billion combined enterprise, ArvinMeritor is now talking about significant potential divestitures of the combined company's commercial vehicle axle assets and other businesses, which would appear to limit opportunities for synergies and would result in a very different company from the one originally proposed to shareholders. Based on this and other factors, including the declining value of ArvinMeritor's shares since they commenced their offer, both Dana shareholders and ArvinMeritor shareholders are understandably questioning whether this deal makes any sense," concluded Mr. Magliochetti.

Dana's shareholders, and its customers, suppliers and employees, are strongly advised to read carefully Dana's solicitation/recommendation statement regarding ArvinMeritor's tender offer, because it contains important information. Free copies of the solicitation/recommendation statement and the related amendments, which have been filed by Dana with the Securities and Exchange Commission, are available at the SEC's web site at www.sec.gov, or at the Dana web site at www.dana.com, and also by directing requests to Dana's Investor Relations Department.

Dana is a global leader in the design, engineering, and manufacture of value-added products and systems for automotive, commercial, and off-highway vehicle manufacturers and their related aftermarkets. The company employs approximately

60,000 people worldwide. Founded in 1904 and based in Toledo, Ohio, Dana operates hundreds of technology, manufacturing, and customer service facilities in 30 countries. The company reported 2002 sales of \$9.5 billion.

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