SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* WOOD ROGER	2. Issuer Name **and** Ticker or Trading Symbol DANA HOLDING CORP [DAN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

| (Last) (First) (Middle) 3939 TECHNOLOGY DRIVE | 3. Date of Earliest Transaction (Month/Day/Year) 02/21/2015 | X Director   10% Owner |
| | | X Officer (give title below)   Other (specify below) |

| (Street) MAUMEE   OH   43537 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | President & CEO |

| (City) (State) (Zip) | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person   Form filed by More than One Reporting Person |

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	02/21/2015		M		84,325	A	$0.0000	338,212	D	
Common Stock, par value $0.01	02/21/2015		M		2,904	A	$0.0000	341,116	D	
Common Stock, par value $0.01	02/21/2015		F		34,013[1]	D	$22.61	307,103	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Dividend Equivalent Rights	[2]	02/21/2015		M			2,904	[3]	[3]	Common Stock, par value $0.01	2,904	$0.0000	1,914	D	
Restricted Stock Units	[4]	02/21/2015		M			84,325	02/21/2015[5]	[5]	Common Stock, par value $0.01	84,325	$0.0000	0.0000	D	

Explanation of Responses:

1. Represents the total number of shares of common stock withheld for the Reporting Person's tax obligation.

2. Dividend equivalent rights accrued on previously granted restricted stock units and become exercisable proportionately with the restricted stock units to which they relate. Each dividend equivalent right is the economic equivalent of one share of Dana common stock.

3. 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.

4. 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.

5. Restricted stock units granted cliff vest three (3) years from date of grant.

/s/ Robert W. Spencer, Jr. on behalf of Roger J. Wood   02/24/2015

** 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.