

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>MARCIN ROBERT H</u> (Last) (First) (Middle) <u>3939 TECHNOLOGY DRIVE</u> (Street) <u>MAUMEE OH 43537</u> (City) (State) (Zip) | 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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP & Chief Admin Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>10/28/2010</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 10/28/2010 | | M | | 41,666 | A | \$1.9 | 65,261 | D | |
| Common Stock, par value \$0.01 | 10/28/2010 | | S ⁽¹⁾ | | 300 | D | \$14.01 | 64,961 | D | |
| Common Stock, par value \$0.01 | 10/28/2010 | | S ⁽¹⁾ | | 400 | D | \$14.03 | 64,561 | D | |
| Common Stock, par value \$0.01 | 10/28/2010 | | S ⁽¹⁾ | | 800 | D | \$14.02 | 63,761 | D | |
| Common Stock, par value \$0.01 | 10/28/2010 | | S ⁽¹⁾ | | 1,700 | D | \$14.04 | 62,061 | D | |
| Common Stock, par value \$0.01 | 10/28/2010 | | S ⁽¹⁾ | | 38,466 | D | \$14 | 23,595 | 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 |
| Stock Option - Right to Buy | \$1.9 | 10/28/2010 | | M | | | 41,666 | 10/31/2009 ⁽²⁾ | 10/31/2018 | Common Stock, par value \$0.01 | 41,666 | \$0.0000 | 83,334 | D | |

Explanation of Responses:

- The transaction reported was effected pursuant to a Rule 10b(5)-1 Plan previously adopted by Reporting Person.
- 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 Robert H. Marcin 10/29/2010

** 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.