| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden

0.5

hours per response:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| 1 | | | | | 7 | | | | | | | | | | | | |
|--|--|--------|---|------------------|--|---|--------------------------------|-------------------|--------------------------|-------------------------------------|---------------------------------|---|----------------------------------|--------------------|-------------------------------|--|--|
| 1. Name and Address of Reporting Person [*] McDonald R Bruce | | | | | 2. Issuer Name and Ticker or Trading Symbol DANA INC [DAN] | | | | | | | elationship eck all applie | on(s) to Iss | uer | | | |
| | | | | | | L | | | | | 2 | C Directo | or | | 10% Ov | vner | |
| (Last) 3939 TE | (Fi CHNOLOC | , | (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 02/15/2023 | | | | | | | | Officer below) | (give title | | Other (s below) | specify | | |
| | | | | | 4. If Am | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | |
| (Street) MAUMEE OH 43537 | | | | | | | | | | | | Line) | | | | | |
| | | | | | | | | | | | 2 | K Form f | iled by One | e Repor | rting Perso | n | |
| | | | 15557 | | | | | | | | | Form filed by More than One Reporting Person | | | | rting | |
| (City) | (St | ate) | (Zip) | | | | | | | | | | | | | | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) Date (Month/D | | | | | | | | | | | | | | | | 7. Nature | |
| 1. Title of | Security (Inst | ir. 3) | | | | 2A. Deemed Execution Date, if any (Month/Day/Yea | Code | action (Instr. | Disposed | ies Acquired Of (D) (Instr | | | ally ollowing | Form: | Direct Indirect str. 4) | of Indirect Beneficial Ownership | |
| 1. Title of | Security (Inst | r. 3) | | Date | | Execution Date, if any | Trans Code | (Instr. | Disposed | | | Securitie Benefici | ally following d ion(s) | Form: (D) or | Direct Indirect str. 4) | of Indirect Beneficial | |
| 1. Title of | Security (Inst | | Table II - 1 | Date (Month/D | bay/Year) | Execution Date, if any (Month/Day/Yea | r) Trans Code 8) Code | (Instr. | Disposed 5) Amount | Of (D) (Instr (A) or (D) | . 3, 4 and Price | Securitie Benefici Owned F Reported Transact (Instr. 3 a | ally following d ion(s) | Form: (D) or | Direct Indirect str. 4) | of Indirect Beneficial Ownership | |
| 1. Title of a | Security (Inst | | | Date (Month/D | eay/Year) | Execution Date, if any | r) Trans Code 8) Code | (Instr. | Disposed 5) Amount | (A) or (D) or (D) Or Benet | . 3, 4 and Price ficially | Securitie Benefici Owned F Reported Transact (Instr. 3 a | ally following d ion(s) | Form: (D) or | Direct Indirect str. 4) | of Indirect Beneficial Ownership | |

| Security (Instr. 3) | or Exercise Price of Derivative Security | (Month/Day/Year) | (Month/Day/Year) | Code (Instr. 8) | | | | (Month/Day/Year) | | Derivative | | | Owned | Direct (D) | Beneficial Ownership (Instr. 4) | |
|---|---|------------------|------------------|--------------------|---|-------|-----|---------------------------|--------------------|---|--|----------|-------|------------|---------------------------------------|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | |
| Restricted Stock Units ⁽¹⁾ | (2) | 02/15/2023 | | A | | 7,982 | | 02/15/2024 ⁽³⁾ | (3) | Common Stock, par value \$0.01 | 7,982 | \$0.0000 | 7,982 | D | | |

Explanation of Responses:

1. Restricted stock units granted pursuant to the Dana Incorporated 2021 Omnibus Incentive Plan.

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 R. Bruce McDonald

02/16/2023

** 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.