

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

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

1. Name and Address of Reporting Person* <u>Wallace Mark E</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 & Pres of Lght Veh Drive</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>01/22/2014</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	01/22/2014		M		45,000	A	\$0.0000	151,363	D	
Common Stock, par value \$0.01	01/22/2014		M		12,834	A	\$0.0000	164,197	D	
Common Stock, par value \$0.01	01/22/2014		S		1,500	D	\$21.04	162,697	D	
Common Stock, par value \$0.01	01/22/2014		S		2,815	D	\$21.03	159,882	D	
Common Stock, par value \$0.01	01/22/2014		S		25,685	D	\$21.02	134,197	D	
Common Stock, par value \$0.01	01/22/2014		S		27,834	D	\$21	106,363	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	\$0.51	01/22/2014		M			45,000	03/18/2010 ⁽¹⁾	03/18/2019 ⁽¹⁾	Common Stock, par value \$0.01	45,000	\$0.0000	0.0000	D	
Stock Option - Right to Buy	\$2.09	01/22/2014		M			12,834	11/03/2009 ⁽¹⁾	11/03/2018 ⁽¹⁾	Common Stock, par value \$0.01	12,834	\$0.0000	0.0000	D	

Explanation of Responses:

1. 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 Mark E. Wallace

01/23/2014

** 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.