

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* FRANKLIN MARVIN A III			2. Issuer Name and Ticker or Trading Symbol DANA CORP [DCN]			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) Member: Strategic / Operating Committee		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/15/2003			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		
P. O. BOX 1000			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) TOLEDO OH 43697								
(City) (State) (Zip)								

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common	12/15/2003		J ⁽¹⁾	V	119	A	\$15.9637	71,499.1877	D	
Common	12/15/2003		J ⁽²⁾	V	78	A	\$15.9637	71,577.1877	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
Addl Compensation Plan Phantom Units	\$15.9637	12/15/2003		J ⁽³⁾	V	69		(4)	(5)	Common	69	\$15.9637	18,527	D	

Explanation of Responses:

- Dividends on shares granted under Dana's Restricted Stock Plan. Exempt from Section 16(b) under Rule 16b-3.
- Dividend equivalents credited on restricted stock units granted under Dana's Restricted Stock Plan. Exempt from Section 16(b) under Rule 16b-3.
- Dividends on units credited under Dana's Additional Compensation Plan. Exempt from Section 16(b) under Rule 16b-3.
- Units credited under Dana's Additional Compensation Plan do not have an exercise date. Participants are entitled to receive distributions of such units either in cash or stock, or in a combination of cash and stock, upon retirement or termination of employment.
- Units credited under Dana's Additional Compensation Plan do not have an expiration date. Participants are entitled to receive distributions of such units either in cash or stock, or in a combination of cash and stock, upon retirement or termination of employment.

Marvin Franklin, III 12/16/2003

** 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.