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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
FRANKLIN MARVIN A III	DANA CORP [DCN]	

1. Name and Address of Reporting Person*

FRANKLIN MARVIN A III

(Last)	(First)	(Middle)

P. O. BOX 1000

(Street)

TOLEDO	OH	43697

(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol

DANA CORP [DCN]

3. Date of Earliest Transaction (Month/Day/Year)

09/15/2004

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

Vice President and / Pres-Dana Internat'l

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	09/15/2004		J(1)		139	A	$18.19	80,339.5577	D	
Common	09/15/2004		J(2)		259	A	$18.19	80,598.5577	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				
Addl Compensation Plan Phantom Units	$18.19	09/15/2004		J(3)		124		(4)	(5)	Common	124	$18.19	18,871	D	

Explanation of Responses:

1. Dividend equivalents credited on restricted stock units granted under Dana's Restricted Stock Plan. Exempt from Section 16(b) under Rule 16b-3.

2. Dividends on shares granted under Dana's Restricted Stock Plan. Exempt from Section 16(b) under Rule 16b-3.

3. Dividends on units credited under Dana's Additional Compensation Plan. Exempt from Section 16(b) under Rule 16b-3.

4. 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.

5. 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	09/15/2004
** 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.