

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 2
TO

SCHEDULE TO
(RULE 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

DANA CORPORATION
(Name of Subject Company (Issuer))

DELTA ACQUISITION CORP.
ARVINMERITOR, INC.
(Names of Filing Persons (Offerors))

COMMON STOCK, PAR VALUE \$1.00 PER SHARE
(Title of Class of Securities)

23581110
(CUSIP Number of Class of Securities)

VERNON G. BAKER, II, ESQ.
ARVINMERITOR, INC.
2135 WEST MAPLE ROAD
TROY, MICHIGAN 48084
TELEPHONE: (248) 435-1000

(Name, Address and Telephone Numbers of Person Authorized to Receive Notices and
Communications on Behalf of Filing Persons)

COPIES TO:

DENNIS J. FRIEDMAN, ESQ.
STEVEN P. BUFFONE, ESQ.
GIBSON, DUNN & CRUTCHER LLP
200 PARK AVE.
NEW YORK, NEW YORK 10166
TELEPHONE: (212) 351-4000

Check the box if the filing relates solely to preliminary communications
made before the commencement of a tender offer:

Check the appropriate boxes below to designate any transactions to which the
statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results
of the tender offer:

SCHEDULE TO

This Amendment No. 2 to the Tender Offer Statement on Schedule TO amends and supplements the statement originally filed on July 9, 2003 (as amended or supplemented prior to the date hereof, the "Schedule TO") by ArvinMeritor, Inc., an Indiana corporation ("Parent"), and Delta Acquisition Corp., a Virginia corporation (the "Purchaser"), and a wholly owned subsidiary of Parent. The Schedule TO relates to the offer by the Purchaser to purchase (1) all outstanding shares ("Shares") of common stock, par value \$1.00 per share, of Dana Corporation, a Virginia corporation (the "Company"), and (2) unless and until validly redeemed by the board of directors of the Company, the associated rights to purchase shares of Series A Junior Participating Preferred Stock, no par value, of the Company (the "Rights") issued pursuant to the Rights Agreement, dated as of April 25, 1996 (as amended from time to time, the "Rights Agreement"), by and between the Company and Chemical Mellon Shareholder Services L.L.C., as Rights Agent, at a price of \$15.00 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated July 9, 2003 (as amended or supplemented prior to the date hereof, the "Offer to Purchase"), and in the related Letter of Transmittal. Unless the context otherwise requires, all references to the Shares shall be deemed to include the associated Rights, and all references to the Rights shall be deemed to include the benefits that may inure to holders of Rights pursuant to the Rights Agreement. This Amendment No. 2 to the Schedule TO is being filed on behalf of the Purchaser and Parent.

Capitalized terms used and not defined herein have the meanings specified in the Offer to Purchase and the Schedule TO.

The item numbers and responses thereto below are in accordance with the requirements of Schedule TO.

ITEM 8. INTEREST IN SECURITIES OF THE COMPANY.

Section 9 of the Offer to Purchase is hereby amended by adding the following two sentences to the end of the third to last paragraph in such Section:

"As of the date of this Offer to Purchase, Martin D. Walker, a director of Parent, beneficially owns 6,000 Shares, representing approximately 0.004% of the outstanding Shares, 3,000 of which are held in the Martin D. Walker Trust of which Mr. Walker is trustee and beneficiary and 3,000 of which are held in an Individual Retirement Account in his name. Mr. Walker acquired beneficial ownership of all 6,000 Shares in October, 2001."

Schedule I to the Offer to Purchase is hereby amended by replacing the last sentence of the biography of Martin D. Walker with the following sentence:

"He is a director of Lexmark International Group, Textron, Inc. and The Timken Company."

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 15, 2003

DELTA ACQUISITION CORP.

By: /s/ LARRY D. YOST

Name: Larry D. Yost
Title: Chairman of the Board and
Chief Executive Officer

ARVINMERITOR, INC.

By: /s/ LARRY D. YOST

Name: Larry D. Yost
Title: Chairman of the Board and
Chief Executive Officer

EXHIBIT INDEX

EXHIBIT NO.
DESCRIPTION -

(a)(1)(A)
Offer to
Purchase,
dated July 9,
2003.* (a)(1)
(B) Letter of
Transmittal.*
(a)(1)(C)
Notice of
Guaranteed
Delivery.*
(a)(1)(D)
Letter to
Brokers,
Dealers,
Commercial
Banks, Trust
Companies and
other
Nominees.*
(a)(1)(E)
Form of
Letter to
Clients for
use by
Brokers,
Dealers,
Commercial
Banks, Trust
Companies and
other
Nominees.*
(a)(1)(F)
Guidelines
for
Certification
of Taxpayer
Identification
Number on
Substitute
Form W-9.*
(a)(1)(G)
Press release
issued by
ArvinMeritor,
Inc., dated
July 8, 2003,
announcing
ArvinMeritor's
intention to
commence the
Offer.* (a)
(1)(H) Press
release
issued by
ArvinMeritor,
Inc., dated
July 9, 2003,
announcing
the
commencement
of the
Offer.* (a)
(1)(I)
Summary
Advertisement
published
July 9,
2003.* (a)(1)
(J) Complaint
filed by
ArvinMeritor,

Inc. on July
8, 2003 in
the Circuit
Court for the
City of Buena
Vista,
Virginia.*
(a)(1)(K)
Complaint
filed by
ArvinMeritor,
Inc. on July
9, 2003 in
United States
District
Court for the
Western
District of
Virginia.*

(a)(5)(A)
Press release
issued by
ArvinMeritor,
Inc., dated
July 14,
2003,
relating to
supplemental
disclosure
requested by
the Ohio
Department of
Commerce.*

(a)(5)(B)
Letter from
ArvinMeritor,
Inc. dated
July 14,
2003, to Dana
shareholders
residing in
Ohio, as
posted on
ArvinMeritor's
website.* (b)

Not
applicable.
(c) Not
applicable.
(d) Not
applicable.
(e) Not
applicable.
(f) Not
applicable.
(g) Not
applicable.
(h) Not
applicable.

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* Previously filed