

**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* <u>BURNS MICHAEL J</u> _____ (Last) (First) (Middle) <u>P.O. BOX 1000</u> _____ (Street) <u>TOLEDO OH 43697</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>DANA CORP [ DCN ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>	
			3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2004</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 <input type="checkbox"/> 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			

**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				
Option	\$21.82	03/01/2004		A		360,000		(1)	02/28/2014	Common	360,000	\$0.00	360,000	D	
Option	\$21.82	03/01/2004		A		150,000		(1)	02/28/2014	Common	150,000	\$0.00	510,000	D	
Restricted Stock Units	\$0.00 <sup>(2)</sup>	03/01/2004		A		24,577		(3)	(3)	Common	24,577	\$0.00	24,577	D	
Restricted Stock Units	\$0.00 <sup>(2)</sup>	03/01/2004		A		38,558		(4)	(4)	Common	38,558	\$0.00	63,135	D	
Restricted Stock Units	\$0.00 <sup>(2)</sup>	04/19/2004		A	V	102,552		(5)	(5)	Common	102,552	\$0.00	165,687	D	

**Explanation of Responses:**

- These options must be held for one year from the date of grant before they can be exercised. Thereafter, the options are exercisable as follows: 25% of the total options granted within 2 years after the date of grant; 50% within 3 years after the date of grant; 75% within 4 years after the date of grant and all options after 4 years from the date of grant.
- Each restricted stock unit represents a contingent right to receive one share of Dana Corporation common stock.
- The restricted stock units vest in full on March 1, 2009, the fifth anniversary of the date of grant. Vested shares will be delivered to the reporting person on a deferred basis following the date on which the reporting person terminates employment with Dana.
- The restricted stock units vest in three equal annual installments beginning on March 1, 2005, the first anniversary of the date of grant, and on the following two anniversary dates. Vested shares will be delivered to the reporting person on each such anniversary date.
- The grant is subject to the approval of Dana's shareholders (scheduled to occur on April 19, 2004) of an amendment to Dana's Amended and Restated Stock Incentive Plan to increase the per-individual limit on the number of shares that may be subject to certain grants under the plan. If such shareholder approval is obtained the restricted stock units vest in three equal annual installments beginning on March 1, 2005, the first anniversary of the date of the contingent grant, and on the following two anniversary dates. Vested shares will be delivered to the reporting person on each such anniversary date.

Michael Burns

03/03/2004

\*\* 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.