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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 8, 2009

**Dana Holding Corporation**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

1-1063  
(Commission File Number)

26-1531856  
(IRS Employer  
Identification Number)

**3939 Technology Drive, Maumee, OH 43537**  
(Address of principal executive offices) (Zip Code)

**(419) 887-3000**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 8.01. OTHER EVENTS.**

On October 8, 2009, Dana Holding Corporation (“Dana”) received a letter from the New York Stock Exchange (the “NYSE”) acknowledging that Dana is fully compliant with the NYSE’s continued listing standards.

On October 8, 2009, Dana issued a press release announcing its return to full compliance with the NYSE. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

Exhibit No.	Description
99.1	Dana Holding Corporation Press Release dated October 8, 2009

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**DANA HOLDING CORPORATION**

Date: October 8, 2009

By: /s/ Marc S. Levin

Name: Marc S. Levin

Title: Senior Vice President, General Counsel and  
Secretary

## Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Dana Holding Corporation Press Release dated October 8, 2009

# News Release



## **Dana Holding Corporation Achieves Full Compliance with NYSE Listing Standards**

MAUMEE, Ohio — October 8, 2009 — Dana Holding Corporation (NYSE: DAN) announced today that it has received notice from the New York Stock Exchange (NYSE) informing the company that it has achieved full compliance with all NYSE quantitative listing standards.

In December 2008, Dana received a letter of non-compliance from the NYSE notifying the company that it had fallen below both the minimum share price and market capitalization requirements for continued listing on the exchange.

On May 29, 2009, Dana satisfied the minimum share price requirement of maintaining a 30-day average share price of greater than \$1.00 and had a closing price of at least \$1.00 on that date, which was the last trading day of the calendar month. Compliance for the market capitalization standard, and restoration of full compliance with NYSE listing standards, required that Dana maintain an average market capitalization of greater than \$100 million for two consecutive quarterly review periods. The company has exceeded this requirement since May 2009.

The company recently completed a successful public offering of common stock that raised approximately \$250 million.

### **About Dana Holding Corporation**

Dana is a world leader in the supply of axles; driveshafts; and structural, sealing, and thermal-management products; as well as genuine service parts. The company's customer base includes virtually every major vehicle manufacturer in the global automotive, commercial vehicle, and off-highway markets. Based in Maumee, Ohio, the company employs approximately 22,500 people in 26 countries and reported 2008 sales of \$8.1 billion. For more information, please visit: [www.dana.com](http://www.dana.com).

### **Media Contact**

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