

**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>Wallace Mark E</u>  (Last) (First) (Middle) 3939 TECHNOLOGY DRIVE  (Street) MAUMEE OH 43537  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DANA HOLDING CORP [ DAN ]</u>	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) <u>EVP &amp; Pres of Lght Veh Drive</u>
	3. Date of Earliest Transaction (Month/Day/Year) 07/26/2013	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Stock, par value \$0.01	07/26/2013		M		28,944	A	\$0.0000	119,531	D	
Common Stock, par value \$0.01	07/26/2013		M		586	A	\$0.0000	120,117	D	
Common Stock, par value \$0.01	07/26/2013		F		13,754 <sup>(1)</sup>	D	\$21.8	106,363	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
Dividend Equivalent Rights	(2)	07/26/2013		M			586	(3)	(3)	Common Stock, par value \$0.01	586	\$0.0000	772	D	
Restricted Stock Units <sup>(4)</sup>	(5)	07/26/2013		M			28,944	(6)	(6)	Common Stock, par value \$0.01	28,944	\$0.0000	17,443	D	

**Explanation of Responses:**

- Represents the total number of shares of common stock withheld for the Reporting Person's tax obligation.
- Settlement of dividend equivalent rights in connection with the vesting of restricted stock units. The rights accrued when and as dividends were paid on Dana common stock and were exercisable proportionately with the restricted stock units to which they related. Each dividend equivalent right is an economic equivalent of one share of Dana common stock.
- Dividend equivalent rights accrued on previously granted restricted stock units and become exercisable proportionately with the restricted stock units to which they relate, which have vested.
- Restricted stock units previously reported and granted pursuant to the Dana Holding Corporation 2008 Omnibus Incentive Plan.
- Each restricted stock unit granted represents the right to receive one share of Dana common stock or, at the election of Dana, cash equal to the market value per share. Each restricted stock unit contains dividend equivalent rights.
- Restricted stock units cliff vest two (2) years from the date of the grant.

/s/ Robert W. Spencer, Jr. on behalf of Mark E. Wallace      07/30/2013  
 \*\* 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.