SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

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

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden hours per response: 05

1. Name and Addi <u> Pyle Robert</u>	1 0	erson*	2. Issuer Name and Ticker or Trading Symbol <u>DANA INC</u> [DAN]		tionship of Reporting Pers all applicable) Director	10% Owner
(Last) 3939 TECHNO	(First) DLOGY DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/12/2019		Officer (give title below) Pres, Light Vehicle	Other (specify below) e Driveline
(Street) MAUMEE	ОН	43537	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Rep Form filed by More tha	orting Person
(City)	(State)	^(Zip) Table I - Non-Deriv	vative Securities Acquired, Disposed of, or Benefi	cially (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 3. Execution Date, if any Code (Instr. (Month/Day/Year) 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock, par value \$0.01	02/12/2019		Α		22,510 ⁽¹⁾	A	\$17.12	55,361	D	
Common Stock, par value \$0.01	02/12/2019		F		6,779 ⁽²⁾	D	\$17.12	48,582	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. Transa Code (8)		of		6. Date Exercis Expiration Dat (Month/Day/Ye	e	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				
Restricted Stock Units ⁽³⁾	(4)	02/12/2019		A		31,542		02/12/2022 ⁽⁵⁾	(5)	Common Stock, par value \$0.01	31,542	\$0.0000	31,542	D	

Explanation of Responses:

1. Represents the acquisition of common stock resulting from the vesting of performance shares.

2. Represents shares withheld to satisfy tax obligations upon vesting of performance shares.

3. Restricted stock units granted pursuant to the Dana Incorporated 2017 Omnibus Incentive Plan.

4. 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

5. Restricted stock units granted cliff vest three (3) years from date of grant.

/s/ Robert W. Spencer, Jr. on behalf of Robert D. Pyle

02/14/2019

Date

** Signature of Reporting Person

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.