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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): July 21, 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)

**4500 Dorr Street, Toledo, Ohio 43615**  
(Address of principal executive offices) (Zip Code)

**(419) 535-4500**  
(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Stephen J. Girsky tendered his resignation from the Board of Directors (the “Board”) of Dana Holding Corporation (“Dana”), effective July 21, 2009 as a result of his appointment as a member of the Board of Directors of General Motors Co. On the same date, the holders of our 4.0% Series A Preferred Convertible Stock (“Series A Preferred”) notified Dana that they appointed David Trucano as a member of the Board of Dana pursuant to Dana’s Restated Certificate of Incorporation and the Shareholders Agreement dated January 31, 2008 which give the holders of our Series A Preferred the right to appoint Mr. Girsky’s successor as a Series A Preferred elected director. Mr. Trucano will serve on both the Audit Committee and Compensation Committee of the Board.

**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: July 27, 2009

By: /s/ Marc S. Levin

Name: Marc S. Levin

Title: Senior Vice President, General Counsel and  
Secretary