

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

DANA CORPORATION
 (Exact name of Registrant as Specified in its Charter)

Virginia 34-4361040
 (State or Other Jurisdiction of (I.R.S. Employer Identification No.)
 Incorporation or Organization)

4500 Dorr Street 43615
 Toledo, Ohio (Zip Code)
 (Address of Principal Executive Offices)

Echlin Incentive and Savings Investment Plan
 (Full Title of the Plan)

Martin J. Strobel, Secretary
 4500 Dorr Street
 Toledo, Ohio 43615
 (Name and Address of Agent for Service)

(419) 535-4500
 (Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)	AMOUNT OF REGISTRATION FEE (3)
Common Stock, \$1.00 par value, and related Preferred Share Purchase Rights	176,000 shares	\$38.41	\$6,760,160	\$1,995

- (1) Shares of common stock ("Dana Common Stock"), \$1.00 par value, of Dana Corporation covered by the Echlin Incentive and Savings Investment Plan for certain employees of Dana.
- (2) Calculated in accordance with Rule 457(c) and (h) under the Securities Act of 1933, as amended (the "Securities Act"), computed by multiplying (A) the average high and low prices of Dana Common Stock as reported on the New York Stock Exchange, Inc. on December 18, 1998 (\$38.41) by (B) 176,000, representing the maximum number of shares of Dana Common Stock to be registered pursuant to this Registration Statement.
- (3) Calculated pursuant to Rule 457(h) under the Securities Act, as follows: The proposed maximum aggregate offering price multiplied by .000295.

In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents previously filed by Dana with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act") are incorporated herein by reference:

- (a) Dana's Annual Report on Form 10-K for the fiscal year ended December 31, 1997 (except for the consolidated financial statements for the three years then ended, which are incorporated by reference to the Current Report on Form 8-K filed on November 10, 1998);
- (b) Dana's Quarterly Reports on Form 10-Q for the quarters ended March

31, 1998 and June 30, 1998 (which information has not been restated as a result of the merger with Echlin Inc., effective as of July 9, 1998) and September 30, 1998;

- (c) Dana's Current Reports on Form 8-K filed March 12, 1998, May 4, 1998, July 9, 1998, September 3, 1998 (8-K/A), September 18, 1998, and November 10, 1998; and
- (d) Description of Dana Common Stock, contained under the caption "Description of Registrant's Securities to be Registered" in Dana's Application for Registration of Certain Classes of Securities Pursuant to Section 12(b) or (g) of the Exchange Act on Form 8-A, dated on or about July 12, 1946, as amended by Amendment to Application or Report on Form 8, dated August 8, 1991, and "Dana Capital Stock" in the Form S-4 effective June 1, 1998, as amended, including any amendment or report filed with the Commission for the purpose of updating such description.

All documents and reports subsequently filed by Dana Pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Under the Virginia Stock Corporation Act, in certain circumstances Dana is authorized to indemnify its directors and officers against liabilities (including reasonable defense expenses) they may incur in proceedings in which they are named as parties because of their positions as directors and officers of Dana.

Pursuant to this authorization, the stockholders have adopted the SIXTH Article of Dana's Restated Articles of Incorporation, as amended. This Article provides that in any proceeding brought by a stockholder in the right of Dana or on behalf of the stockholders, no director or officer of Dana shall be liable for monetary damages exceeding \$50,000 with respect to any transaction, occurrence or course of conduct unless such person engaged in willful misconduct or a knowing violation of criminal law or of any federal or state securities law. The Article further provides that Dana shall indemnify any director or officer who is a party to any proceeding (including a proceeding brought by a stockholder on behalf of Dana or Dana's stockholders) by reason of the fact that he or she is or was a director or officer of Dana against any liability incurred in connection with such proceeding, unless he or she engaged in willful misconduct or a knowing violation of criminal law. In addition, Dana will pay or reimburse all reasonable expenses (including attorneys' fees) incurred by the director or officer in connection with such proceeding in advance of the disposition of the proceeding if certain conditions are met. In general, all indemnification will be made in accordance with Section 13.1-701 of the Virginia Stock Corporation Act.

As authorized in the Restated Articles of Incorporation, the Board of Directors has adopted a By-law provision under which Dana will indemnify its directors and officers in comparable manner against liabilities they may incur when serving at Dana's request as directors, officers, employees or agents of other corporations or certain other enterprises.

Dana carries primary and excess "Executive Liability and Indemnification" insurance covering certain liabilities incurred by the directors, elected officers, and certain appointed officers of Dana in the performance of their duties. Coverage is either on a direct basis or through reimbursement of amounts expended by Dana for indemnification of these individuals. Subject to certain deductibles, the insurers will pay or reimburse all covered costs incurred up to an annual aggregate of \$100 million. Coverage is excluded for purchases or sales of securities in violation of Section 16(b) of the Exchange Act, deliberately fraudulent or willful violations of any statute or regulation, illegal personal gain, and certain other acts.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not Applicable.

ITEM 8. EXHIBITS

See Exhibit Index.

ITEM 9. UNDERTAKINGS

a. The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment hereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

b. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

c. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toledo, State of Ohio, on this 22nd day of December, 1998.

DANA CORPORATION

By: /s/ Martin J. Strobel

Martin J. Strobel
Secretary

The undersigned directors and/or officers of Dana hereby appoint Martin J. Strobel, Pamela W. Fletcher and Steven E. Keller and each of them severally, as their true and lawful attorneys-in-fact, (i) to execute, in their names and capacities as directors and/or officers of Dana, one or more amendments to this Registration Statement on the appropriate forms, and all exhibits, amendments and supplements thereto covering the offering and issuance of Dana Common Stock pursuant to such Registration Statement, and (ii) to file, in the name and on behalf of Dana, such registration statements and any related documents with the Commission under the Securities Act and/or the Exchange Act. This Power of Attorney automatically ends as to each appointee upon the termination of his or her service with Dana.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE ----
Principal Executive Officer:		
/s/ S. J. Morcott ----- S. J. Morcott	Chairman of the Board and Chief Executive Officer	October 20, 1998
Principal Financial Officer:		
/s/ J. S. Simpson ----- J. S. Simpson	Chief Financial Officer	October 20, 1998
Principal Accounting Officer:		
/s/ C. W. Hinde ----- C. W. Hinde	Chief Accounting Officer	October 20, 1998

SIGNATURE -----	TITLE -----	DATE -----
/s/ B. F. Bailar ----- B. F. Bailar	Director	October 20, 1998
/s/ A. C. Baillie ----- A. C. Baillie	Director	October 20, 1998
/s/ E. M. Carpenter ----- E. M. Carpenter	Director	October 20, 1998
/s/ E. Clark ----- E. Clark	Director	October 20, 1998
/s/ G. H. Hiner ----- G. H. Hiner	Director	October 20, 1998
/s/ J. M. Magliochetti ----- J. M. Magliochetti	Director	October 20, 1998
/s/ M. R. Marks ----- M. R. Marks	Director	October 20, 1998
/s/ R. B. Priory ----- R. B. Priory	Director	October 20, 1998
/s/ J. D. Stevenson ----- J. D. Stevenson	Director	October 20, 1998
/s/ T. B. Sumner, Jr. ----- T. B. Sumner, Jr.	Director	October 20, 1998

The Plan. Pursuant to the requirements of the Securities Act, the trustee has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 22nd day of December, 1998.

ECHLIN INCENTIVE AND SAVINGS PLAN
By THE CHASE MANHATTAN BANK, as Trustee

By: /s/ Gregory J. Di Pretoro

Gregory J. Di Pretoro
Vice President
The Chase Manhattan Bank

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
4	Echlin Incentive and Savings Investment Plan (incorporated by reference to Exhibit 28.1 to Echlin's Registration Statement No. 2-92426 filed July 24, 1984).
5	Internal Revenue Service determination letter that the Echlin Incentive and Savings Investment Plan is qualified under Section 401 of the Internal Revenue Code of 1986, as amended.
23	Consent of PricewaterhouseCoopers LLP.
24	Power of Attorney (included on the signature page of this Registration Statement).

INTERNAL REVENUE SERVICE
 DISTRICT DIRECTOR
 G.P.O. BOX 1680
 BROOKLYN, NY 11202

DEPARTMENT OF THE TREASURY

Date: October 25, 1994

ECHLIN INC.
 C/O JANET MENTI ESQ.
 C/O WILLIAM MERCER INC
 301 TRESSER BLVD
 STAMFORD, CT 06501

Employer Identification Number:
 06-0330448
 File Folder Number:
 063000709
 Person to Contact:
 JOSEPH SCHIANO
 Contact Telephone Number:
 (203) 773-2237
 Plan Name:
 ECHLIN INC INCENTIVE PLAN AND SAVINGS
 INVESTMENT PLAN
 Plan Number: 101

Dear Applicant:

We have made a favorable determination on your plan, identified above, based on the information supplied. Please keep this letter in your permanent records.

Continued qualification of the plan under its present form will depend on its effect in operation. (See section 1.401-1(b)(3) of the Income Tax Regulations.) We will review the status of the plan in operation periodically.

The enclosed document explains the significance of this favorable determination letter, points out some features that may affect the qualified status of your employee retirement plan, and provides information on the reporting requirements for your plan. It also describes some events that automatically nullify it. It is very important that you read the publication.

This letter relates only to the status of your plan under the Internal Revenue Code. It is not a determination regarding the effect of other federal or local statutes.

This determination letter is applicable for the amendment(s) adopted on June 9, 1994.

This plan has been mandatorily disaggregated, permissively aggregated, or restructured to satisfy the nondiscrimination requirements.

This letter is issued under Re. Proc. 93-39 and considers the amendments required by the Tax Reform Act of 1986 except as otherwise specified in this letter.

This plan satisfies the nondiscriminatory current availability requirements of this section 1.401(a)(4) -4(b) of the regulations with respect to those benefits, rights, and features that are currently available to all employees in the plan's coverage group. For this purpose, the plan's coverage group consists of those employees treated as currently benefiting for purposes of demonstrating that the plan satisfies the minimum coverage requirements of section 410(b) of the Code.

This plan also satisfies the requirements of section 1.401(a)(4)-4(b) of the regulations with respect to the specific benefits, rights, or features for which you have provided information.

This plan qualifies for Extended Reliance described in the last paragraph of Publication 794 under the caption "Limitations of a Favorable Determination Letter".

We have sent a copy of this letter to your representative as indicated in the power of attorney.

If you have questions concerning this matter, please contact the person whose name and telephone number are shown above.

Sincerely yours,

/s/ Herbert J. Huff

Herbert J. Huff
 District Director

Enclosures:
 Publication 794
 Reporting & Disclosure Guide
 for Employee Benefit Plans

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Dana Corporation of our report dated January 21, 1998, except for the business combination with Echlin Inc. which is as of November 6, 1998, relating to the consolidated financial statements of Dana Corporation which appears in the Current Report on Form 8-K dated November 9, 1998 of Dana Corporation. We also consent to the incorporation by reference of our report on the Financial Statement Schedule, which appears on page 40 of such Current Report on Form 8-K.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Toledo, Ohio
December 22, 1998