

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>Wallace Mark E</u>			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>President- Heavy Vehicle Group</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/03/2010</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
3939 TECHNOLOGY DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	MAUMEE	OH	43537	(City)	(State)			

**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	11/03/2010		M		10,000	A	\$0.51	75,426	D	
Common Stock, par value \$0.01	11/03/2010		M		5,000	A	\$0	80,426	D	
Common Stock, par value \$0.01	11/03/2010		F		1,557 <sup>(1)</sup>	D	\$14.53	78,869	D	
Common Stock, par value \$0.01	11/03/2010		S		10,000	D	\$14.5	68,869	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	Amount or Number of Shares				
Restricted Stock Units <sup>(2)</sup>	(3)	11/03/2010		M		5,000 <sup>(4)</sup>		11/03/2009 <sup>(5)</sup>	(5)	Common Stock, par value \$0.01	5,000	\$0.0000	0.0000	D	
Stock Option - Right to Buy	\$0.51	11/03/2010		M		10,000		03/18/2010 <sup>(6)</sup>	03/18/2019	Common Stock, par value \$0.01	10,000	\$0.0000	115,000	D	

**Explanation of Responses:**

1. Represents the total number of shares of common stock withheld for the Reporting Person's tax obligation.
2. Restricted stock units previously reported and granted pursuant to the Dana Holding Corporation 2008 Omnibus Incentive Plan.
3. 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.
4. Vesting of restricted stock units previously reported and granted to the Reporting Person on November 3, 2008.
5. Restricted stock units vest in two (2) equal annual installments beginning on the first anniversary of the grant.
6. Stock options granted vest in three (3) equal annual installments beginning on the first year anniversary date of the grant.

/s/ Robert W. Spencer, Jr. on behalf of Mark E. Wallace

11/04/2010

\*\* 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.

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