

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>Keating Terrence J</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/03/2013	
		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

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 ⁽¹⁾	03/03/2013		M		1,430 ⁽²⁾	A	\$0.0000	67,634	D	
Common Stock, par value \$0.01	03/03/2013		M		20 ⁽³⁾	A	\$0.0000	67,654	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						Amount or Number of Shares	
Dividend Equivalent Rights	⁽⁴⁾	03/03/2013		M			20	⁽³⁾	⁽³⁾	Common Stock, par value \$0.01	20	\$0.0000	471	D		
Restricted Stock Units ⁽¹⁾	⁽⁵⁾	03/03/2013		M			1,430		03/03/2011 ⁽⁶⁾	⁽⁶⁾	Common Stock, par value \$0.01	1,430	\$0.0000	0.0000	D	

Explanation of Responses:

1. Restricted stock units previously reported and granted pursuant to the Dana Holding Corporation 2008 Omnibus Incentive Plan.
2. Vesting of restricted stock units previously reported and granted to the Reporting Person.
3. Dividend equivalent rights accrued on previously granted restricted stock units that have vested.
4. 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.
5. 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.
6. Restricted stock units vest in three (3) equal annual installments beginning on the first anniversary of the grant.

/s/ Robert W. Spencer, Jr. on behalf of Terrence J. Keating 03/05/2013

** 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.