

**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>Bryant Martin D</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres- Light Vehicle Group</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/03/2010</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	05/03/2010		M		45,000	A	\$0.51	46,186	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.61	46,086	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.555	45,986	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.55	45,886	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.54	45,786	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.4625	45,686	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.4525	45,586	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.41	45,486	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.297	45,386	D	
Common Stock, par value \$0.01	05/03/2010		S		200	D	\$13.625	45,186	D	
Common Stock, par value \$0.01	05/03/2010		S		200	D	\$13.59	44,986	D	
Common Stock, par value \$0.01	05/03/2010		S		200	D	\$13.4475	44,786	D	
Common Stock, par value \$0.01	05/03/2010		S		200	D	\$13.445	44,586	D	
Common Stock, par value \$0.01	05/03/2010		S		200	D	\$13.4	44,386	D	
Common Stock, par value \$0.01	05/03/2010		S		400	D	\$13.53	43,986	D	
Common Stock, par value \$0.01	05/03/2010		S		400	D	\$13.5	43,586	D	
Common Stock, par value \$0.01	05/03/2010		S		400	D	\$13.4575	43,186	D	
Common Stock, par value \$0.01	05/03/2010		S		400	D	\$13.29	42,786	D	
Common Stock, par value \$0.01	05/03/2010		S		500	D	\$13.4975	42,286	D	
Common Stock, par value \$0.01	05/03/2010		S		600	D	\$13.6	41,686	D	
Common Stock, par value \$0.01	05/03/2010		S		600	D	\$13.28	41,086	D	
Common Stock, par value \$0.01	05/03/2010		S		700	D	\$13.4675	40,386	D	
Common Stock, par value \$0.01	05/03/2010		S		700	D	\$13.45	39,686	D	
Common Stock, par value \$0.01	05/03/2010		S		800	D	\$13.32	38,886	D	
Common Stock, par value \$0.01	05/03/2010		S		900	D	\$13.58	37,986	D	
Common Stock, par value \$0.01	05/03/2010		S		1,200	D	\$13.46	36,786	D	
Common Stock, par value \$0.01	05/03/2010		S		1,200	D	\$13.33	35,586	D	
Common Stock, par value \$0.01	05/03/2010		S		1,300	D	\$13.39	34,286	D	
Common Stock, par value \$0.01	05/03/2010		S		1,400	D	\$13.4375	32,886	D	
Common Stock, par value \$0.01	05/03/2010		S		1,600	D	\$13.25	31,286	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)				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				
Stock Option - Right to Buy	\$0.51	05/03/2010		M			45,000	03/18/2010 <sup>(1)</sup>	03/18/2019	Common Stock, par value \$0.01	45,000	\$0	90,000	D	

**Explanation of Responses:**

1. Stock options granted vest in three (3) equal annual installments beginning on the first year anniversary date of the grant.

**Remarks:**

Multiple Forms submitted.

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

05/04/2010

\*\* 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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