

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Valencia Antonio</u><br><hr/> (Last) (First) (Middle)<br>3939 TECHNOLOGY DRIVE<br><hr/> (Street)<br>MAUMEE OH 43537<br><hr/> (City) (State) (Zip)   | 2. Issuer Name and Ticker or Trading Symbol<br><u>DANA INC [ DAN ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Pres. Power Technologies Group</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/13/2024         |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  |
| Rule 10b5-1(c) Transaction Indication<br><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |  |  |

**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  | 02/13/2024                           |  | A                              |   | 11,622 <sup>(1)</sup>   | A          | \$13.22  | 11,622  | D  |   |
| Common Stock, par value \$0.01  | 02/13/2024                           |  | D                              |   | 11,622  | D          | \$13.22  | 0.0000  | D  |   |
| Common Stock, par value \$0.01  | 02/14/2024                           |  | M                              |   | 10,696  | A          | \$0.0000 | 10,696  | D  |   |
| Common Stock, par value \$0.01  | 02/14/2024                           |  | M                              |   | 298   | A          | \$0.0000 | 10,994  | D  |   |
| Common Stock, par value \$0.01  | 02/14/2024                           |  | D                              |   | 10,994  | D          | \$13.35  | 0.0000  | 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 |
| Restricted Stock Units <sup>(2)</sup>      | (3)  | 02/13/2024                           |  | A                              |   | 47,751   |     | 02/13/2025 <sup>(4)</sup>                                | (4)             | Common Stock, par value \$0.01  | 47,751                                     | \$0.0000   | 47,751  | D  |       |
| Dividend Equivalent Rights                 | (5)  | 02/14/2024                           |  | M                              |   | 298  |     | (5)  | (5)             | Common Stock, par value \$0.01  | 298  | \$0.0000   | 1,647   | D  |       |
| Restricted Stock Units                     | (3)  | 02/14/2024                           |  | M                              |   | 10,696   |     | 02/14/2024 <sup>(4)</sup>                                | (4)             | Common Stock, par value \$0.01  | 10,696                                     | \$0.0000   | 20,760  | D  |       |

**Explanation of Responses:**

- Represents the acquisition of common stock resulting from the vesting of performance shares, and will be cash settled.
- Restricted stock units granted pursuant to the Dana Incorporated 2021 Omnibus Incentive Plan.
- 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. Restricted stock units for Reporting Person will be cash settled.
- Restricted stock units granted vest in three (3) equal annual installments beginning on the first anniversary date of the grant.
- The dividend equivalent rights accrued on restricted stock units previously granted and become exercisable proportionately with the restricted stock units to which they relate. 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. Restricted stock units for Reporting Person will be cash settled.

/s/ Laura L. Aossey on behalf of 02/15/2024  
Antonio Valencia

\*\* 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.