

SECURITIES AND EXCHANGE COMMISSION

AMENDMENT NO. 1 TO
 FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Dana Corporation

(Exact name of registrant as specified in its charter)

Virginia

(State or other jurisdiction of incorporation or organization)

34-4361040

(I.R.S. Employer Identification No.)

4500 Dorr Street, Toledo, Ohio 43615, 419-535-4500

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Martin J. Strobel, Secretary, Dana Corporation
 4500 Dorr Street, Toledo, OH 43615, 419-535-4500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effectiveness of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [x]

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock (par value \$1 per share)	2,356,283 shares and related Preferred Share Purchase Rights	\$23.8125(1)	\$56,108,989(1)	\$19,348(1)

(1) Based upon a price of \$23.8125 per share, the average of the high and low prices per share reported on the New York Stock Exchange Composite Transactions Index on March 10, 1995.

The Exhibit Index required by Item 601 of Regulation S-K is located at page 9 of the sequential numbering system.

PROSPECTUS

DANA CORPORATION

2,356,283 Shares

Common Stock
(Par Value \$1 Per Share)

This Prospectus has been prepared for use in connection with the proposed sales by the stockholders named herein (the "Selling Security Holders") of an aggregate of 2,356,283 shares of Common Stock of Dana Corporation (the "Company").

The Selling Security Holders expect to make offerings and/or sales from time to time either pursuant to this Registration Statement or pursuant to Rule 144 promulgated under the Securities Act of 1933, as amended (the "Securities Act"). Offerings and/or sales are expected to be made in brokerage transactions (executed on the New York or Pacific Stock Exchanges and reportable on the New York Stock Exchange Composite Transactions Index) or in special offerings or exchange distributions made through the facilities of a national securities exchange at market prices related to those then prevailing for shares of the Company's Common Stock. Selling brokers will be paid usual and customary commissions. The average of the high and low prices of the Company's Common Stock reported on the New York Stock Exchange Composite Transactions Index on June 9, 1995, was \$27.3125 per share.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus is , 1995.

AVAILABLE INFORMATION

The Company is subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). Such reports, proxy statements and other information can be inspected and copied at the public reference facilities maintained by the Commission at Room 1024, 450 Fifth Street, N.W., Washington, D.C. 20549 and at the Commission's regional offices at 500 West Madison Street, Suite 1400, Chicago, Illinois 60661 and 7 World Trade Center, Suite 1300, New York, New York 10048. Copies of such material can also be obtained from the Public Reference Section of the Commission, 450 Fifth Street, N.W., Washington, D.C. 20549 at prescribed rates. In addition, reports, proxy statements and other information concerning the Company can be inspected at The New York Stock Exchange, 20 Broad Street, New York, New York 10005; The Pacific Stock Exchange, 301 Pine Street, San Francisco, California 94104; and The International (London) Stock Exchange, London EC2N 1HP, on which the Company's Common Stock is listed.

Copies of documents incorporated in this Prospectus by reference but not delivered herewith (other than exhibits to this Prospectus, unless specifically incorporated herein by reference) may be obtained without charge upon written or oral request from Martin J. Strobel, Secretary, P.O. Box 1000, Toledo, Ohio 43697 (telephone number: 419-535-4500).

The Company has filed with the Commission a registration statement on Form S-3 (together with all amendments and exhibits thereto, the "Registration Statement") under the Securities Act. This Prospectus does not contain all of the information set forth in the Registration Statement, certain parts of which are omitted in accordance with the rules and regulations of the Commission. For further information, reference is hereby made to the Registration Statement.

No person has been authorized to give any information or to make any representation not contained in this Prospectus, in connection with the offers contained in this Prospectus. This Prospectus does not constitute an offering by any person in any state or jurisdiction in which such offering may not lawfully be made. Neither the delivery of this Prospectus nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the respective dates as of which information is given herein.

THE COMPANY

The Company's principal executive offices are at 4500 Dorr Street, Toledo, Ohio 43615 and its telephone number is 419-535-4500. Its mailing address is P.O. Box 1000, Toledo, Ohio 43697.

USE OF PROCEEDS

The Company will receive no part of the proceeds of the offerings and/or sales made by the Selling Security Holders.

SELLING SECURITY HOLDERS

The names, positions and material relationships within the past three years with the Company and its predecessors or affiliates, the number of shares of Common Stock of the Company owned prior to sale, and the number of shares of Common Stock to be offered by the Selling Security Holders are set forth below. None of the Selling Security Holders will own any Common Stock after the completion of the offering.

NAME -----	POSITIONS OR RELATION- SHIP WITH THE COMPANY -----	SHARES OF COMMON STOCK OWNED PRIOR TO SALE AND TO BE OFFERED -----
Harold J. Plumley	Security Holder	1,291,616
Opal A. Plumley	Security Holder	2,711
Michael A. Plumley	Security Holder and Chief Executive Officer of Plumley Companies, Inc.	280,382
Richard D. Plumley	Security Holder	265,495
William D. Plumley	Security Holder	261,721
Stephen R. Plumley	Security Holder and Vice President of Technology of Plumley Companies, Inc.	254,358

Plumley Companies, Inc. was acquired by the Company on January 31, 1995, pursuant to an Agreement and Plan of Merger made as of that date (the "Merger Agreement") and is now a wholly-owned subsidiary of the Company. The Common Shares which are to be offered by the Selling Security Holders were issued to them pursuant to the Merger Agreement. Under the Merger

Agreement, the acquisition was accounted for as a "pooling of interests" in accordance with Accounting Principles Board Opinion 16 and as provided in Accounting Series Releases Nos. 130 and 135. The results of operations and financial condition of the pre-merger Plumley Companies, Inc. were not material to the Company's consolidated financial statements and, accordingly, the Company's financial statements were not restated for the pooling of interests.

LEGAL MATTERS

The validity of the shares of Common Stock being sold in the offerings will be passed upon for the Company by Hunton & Williams, Riverfront Plaza, East Tower, 951 East Byrd Street, Richmond, Virginia 23219.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The following documents are hereby incorporated into this Prospectus by reference:

- (1) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1994;
- (2) The Company's report on Form 10-Q for the quarterly period ending March 31, 1995; and
- (3) The material under the captions "Description of Registrant's Securities to be Registered" in the Company's Application for Registration of Certain Classes of Securities Pursuant to Section 12(b) or (g) of the Securities Exchange Act of 1934 on Form 8-A, dated on or about July 12, 1946, as amended by the Company's Amendment to Application or Report on Form 8, dated August 8, 1991, and "Description of Capital Stock" in the Company's registration statement on Form S-3 filed on May 13, 1992.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act from the date hereof to the termination of the offering of the securities covered hereby shall be deemed to be incorporated by reference in this Prospectus and to be a part hereof from the date of filing of such documents.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. EXHIBITS.

- 5 Opinion of Hunton & Williams (page II-9)
- 23-A Consent of Price Waterhouse LLP (page II-10)
- 23-B Consent of Hunton & Williams (included in Exhibit 5)

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-3 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 June 13, 1995.

DANA CORPORATION (Registrant)

By: Martin J. Strobel

Martin J. Strobel
Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature and Title - -----	Date ----
Chief Executive Officer and Director:	
Southwood J. Morcott -----	June 13, 1995
Southwood J. Morcott	
Chief Financial Officer:	
James E. Ayers -----	June 13, 1995
James E. Ayers	
Chief Accounting Officer:	
Charles W. Hinde -----	June 13, 1995
Charles W. Hinde	

Signature and Title

Date

Directors:

*Benjamin F. Bailar June 13, 1995

Benjamin F. Bailar

*Edmund M. Carpenter June 13, 1995

Edmund M. Carpenter

*Eric Clark June 13, 1995

Eric Clark

*Roger T. Fridholm June 13, 1995

Roger T. Fridholm

*Glen H. Hiner June 13, 1995

Glen H. Hiner

*Marilyn R. Marks June 13, 1995

Marilyn R. Marks

*John D. Stevenson June 13, 1995

John D. Stevenson

*Theodore B. Sumner, Jr. June 13, 1995

Theodore B. Sumner, Jr.

*By Martin J. Strobel

Martin J. Strobel
Attorney-in-Fact

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----	PAGE -----
5	Opinion of Hunton & Williams	II-9
23-A	Consent of Price Waterhouse LLP	II-10
23-B	Consent of Hunton & Williams (included in Exhibit 5)	

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OPINION OF HUNTON & WILLIAMS

Hunton & Williams
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219-4074

June 13, 1995

Dana Corporation
P.O. Box 1000
Toledo, Ohio 43697

Gentlemen:

We consent to the filing of this opinion as an exhibit to the Registration Statement on Form S-3 (the Registration Statement) relating to 2,356,283 shares of Common Stock, \$1 par value (the "Shares") of Dana Corporation (the "Company") and to the reference to us under "Legal Matters" in the Registration Statement.

We have examined such certificates of the Company's officers and such evidence of corporate action as we consider relevant as the basis for this opinion, and are of the opinion that the issuance of the Shares has been duly and validly authorized by the Board of Directors of the Company, no other corporate action being necessary, and that when the Shares are issued in accordance with the acquisition agreement described in the Registration Statement, they will be legally issued, fully paid and nonassessable and no individual or personal liability for the obligations of the Company will attach to the ownership of the Shares.

Very truly yours,

HUNTON & WILLIAMS

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Prospectus constituting part of this Registration Statement on Form S-3 of our report dated February 12, 1995, which appears on page 18 of the 1994 Annual Report to Shareholders of Dana Corporation, which is incorporated by reference in Dana Corporation's Annual Report on Form 10-K for the year ended December 31, 1994. We also consent to the incorporation by reference of our report on the Financial Statement Schedules, which appears on page 18 of such Annual Report on Form 10-K.

PRICE WATERHOUSE LLP

Toledo, Ohio
June 13, 1995