
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 8, 2005

Dana Corporation

(Exact name of registrant as specified in its charter)

Virginia

(State or other jurisdiction of incorporation)

1-1063

(Commission File Number)

34-4361040

(IRS Employer
Identification Number)

4500 Dorr Street, Toledo, Ohio

(Address of principal executive offices)

43615

(Zip Code)

Registrant's telephone number, including area code: (419) 535-4500

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

On April 8, 2005, the Dana Corporation Director Deferred Fee Plan (the Plan) was amended to add provisions which (i) permit directors to cancel their existing deferral elections made in respect of fees earned in 2005 and (ii) permit directors retiring in 2005 to terminate their participation in the Plan and receive a lump sum distribution of their Plan accounts. The text of the amendment is filed herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

99.1 Third Amendment to the Dana Corporation Director Deferred Fee Plan

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dana Corporation
(Registrant)

Date: April 12, 2005

By: /s/ Michael L. DeBacker
Name: Michael L. DeBacker
Title: Vice President, General Counsel
and Secretary

Exhibit Index

99.1 Third Amendment to the Dana Corporation Director Deferred Fee Plan

**THIRD AMENDMENT TO THE
DANA CORPORATION DIRECTOR DEFERRED FEE PLAN**

1. A new Section 4.3 is added to the Plan, immediately following the end of current Section 4.2, to read as follows:

4.3. **Special Transition Relief in 2005.** During 2005, each Director with an Account or Accounts under the Plan may elect, pursuant to a special election form designated for that purpose and approved by the Committee, to cancel existing deferral elections made by the Director in respect of fees to be earned in 2005. In addition, the Committee may, in its discretion, permit any Director who is retiring during 2005 to elect to terminate the retiring Director's participation in the Plan as of a date in 2005 specified on such form, each in accordance with the guidance provided by IRS Notice 2005-1, Q&A 20; provided that the full amount subject to the cancellation or termination shall be includible in the income of the retiring Director when it is distributed to him in 2005 or is otherwise earned by him in 2005. Such election shall not be revocable by the Director. A retiring Director who has cancelled participation in the Plan pursuant to this Section 4.3 shall receive a distribution of his Account(s) in a lump sum as of the date in 2005 specified on the special election form.

2. Except as modified hereby, the Plan shall remain in full force and effect.