

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	
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1. Name and Address of Reporting Person* <u>Levin Marc S</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>SVP, General Counsel & Secty</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		35,000	A	\$0.51	62,885	D	
Common Stock, par value \$0.01	05/03/2010		S		8	D	\$13.45	62,877	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.635	62,777	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.62	62,677	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.6	62,577	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.54	62,477	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.505	62,377	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.4875	62,277	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.4825	62,177	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.32	62,077	D	
Common Stock, par value \$0.01	05/03/2010		S		200	D	\$13.64	61,877	D	
Common Stock, par value \$0.01	05/03/2010		S		200	D	\$13.55	61,677	D	
Common Stock, par value \$0.01	05/03/2010		S		200	D	\$13.47	61,477	D	
Common Stock, par value \$0.01	05/03/2010		S		300	D	\$13.59	61,177	D	
Common Stock, par value \$0.01	05/03/2010		S		400	D	\$13.61	60,777	D	
Common Stock, par value \$0.01	05/03/2010		S		500	D	\$13.58	60,277	D	
Common Stock, par value \$0.01	05/03/2010		S		500	D	\$13.53	59,777	D	
Common Stock, par value \$0.01	05/03/2010		S		560	D	\$13.57	59,217	D	
Common Stock, par value \$0.01	05/03/2010		S		700	D	\$13.63	58,517	D	
Common Stock, par value \$0.01	05/03/2010		S		800	D	\$13.26	57,717	D	
Common Stock, par value \$0.01	05/03/2010		S		950	D	\$13.48	56,767	D	
Common Stock, par value \$0.01	05/03/2010		S		1,115	D	\$13.25	55,652	D	
Common Stock, par value \$0.01	05/03/2010		S		1,400	D	\$13.46	54,252	D	
Common Stock, par value \$0.01	05/03/2010		S		1,500	D	\$13.38	52,752	D	
Common Stock, par value \$0.01	05/03/2010		S		1,700	D	\$13.44	51,052	D	
Common Stock, par value \$0.01	05/03/2010		S		1,740	D	\$13.56	49,312	D	
Common Stock, par value \$0.01	05/03/2010		S		2,800	D	\$13.52	46,512	D	
Common Stock, par value \$0.01	05/03/2010		S		2,800	D	\$13.34	43,712	D	
Common Stock, par value \$0.01	05/03/2010		S		2,900	D	\$13.5	40,812	D	
Common Stock, par value \$0.01	05/03/2010		S		2,927	D	\$13.37	37,885	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	Amount or Number of Shares				
Stock Option - Right to Buy	\$0.51	05/03/2010		M			35,000	03/18/2010 ⁽¹⁾	03/18/2019	Common Stock, par value \$0.01	35,000	\$0	75,000	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 Marc S. Levin

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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