

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>DEVINE JOHN M</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/03/2010	
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		100,000	A	\$1.9	215,339	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.35	215,239	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.345	215,139	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.3425	215,039	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.325	214,939	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.3075	214,839	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.3025	214,739	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.215	214,639	D	
Common Stock, par value \$0.01	05/03/2010		S		100	D	\$13.195	214,539	D	
Common Stock, par value \$0.01	05/03/2010		S		200	D	\$13.335	214,339	D	
Common Stock, par value \$0.01	05/03/2010		S		200	D	\$13.265	214,139	D	
Common Stock, par value \$0.01	05/03/2010		S		200	D	\$13.245	213,939	D	
Common Stock, par value \$0.01	05/03/2010		S		200	D	\$13.205	213,739	D	
Common Stock, par value \$0.01	05/03/2010		S		300	D	\$13.18	213,439	D	
Common Stock, par value \$0.01	05/03/2010		S		400	D	\$13.315	213,039	D	
Common Stock, par value \$0.01	05/03/2010		S		400	D	\$13.23	212,639	D	
Common Stock, par value \$0.01	05/03/2010		S		500	D	\$13.17	212,139	D	
Common Stock, par value \$0.01	05/03/2010		S		700	D	\$13.275	211,439	D	
Common Stock, par value \$0.01	05/03/2010		S		800	D	\$13.22	210,639	D	
Common Stock, par value \$0.01	05/03/2010		S		1,000	D	\$13.21	209,639	D	
Common Stock, par value \$0.01	05/03/2010		S		1,000	D	\$13.2	208,639	D	
Common Stock, par value \$0.01	05/03/2010		S		1,100	D	\$13.19	207,539	D	
Common Stock, par value \$0.01	05/03/2010		S		1,300	D	\$13.29	206,239	D	
Common Stock, par value \$0.01	05/03/2010		S		2,000	D	\$13.34	204,239	D	
Common Stock, par value \$0.01	05/03/2010		S		2,200	D	\$13.33	202,039	D	
Common Stock, par value \$0.01	05/03/2010		S		2,700	D	\$13.32	199,339	D	
Common Stock, par value \$0.01	05/03/2010		S		2,900	D	\$13.24	196,439	D	
Common Stock, par value \$0.01	05/03/2010		S		3,600	D	\$13.31	192,839	D	
Common Stock, par value \$0.01	05/03/2010		S		6,300	D	\$13.3	186,539	D	
Common Stock, par value \$0.01	05/03/2010		S		6,400	D	\$13.28	180,139	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	\$1.9	05/03/2010		M			100,000	10/31/2009 ⁽¹⁾	10/31/2018	Common Stock, par value \$0.01	100,000	\$0	900,000	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 John M. Devine

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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