

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Aghili Aziz</u>			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 X Officer (give title below) Other (specify below) <u>Pres Off-Hwy Technologies</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/13/2013</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
3939 TECHNOLOGY DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)	MAUMEE OH 43537				

**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	08/13/2013		M		11,691	A	\$17.8	22,811	D	
Common Stock, par value \$0.01	08/13/2013		M		11,350	A	\$15.96	34,161	D	
Common Stock, par value \$0.01	08/13/2013		M		10,000	A	\$13.37	44,161	D	
Common Stock, par value \$0.01	08/13/2013		M		9,606	A	\$11.27	53,767	D	
Common Stock, par value \$0.01	08/13/2013		D		9,606	D	\$22.56	44,161	D	
Common Stock, par value \$0.01	08/13/2013		D		10,000	D	\$22.56	34,161	D	
Common Stock, par value \$0.01	08/13/2013		D		11,350	D	\$22.56	22,811	D	
Common Stock, par value \$0.01	08/13/2013		D		11,691	D	\$22.56	11,120	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 Appreciation Right	\$15.96	08/13/2013		M			11,350	02/21/2013	02/21/2022	Common Stock, par value \$0.01	11,350	\$0.0000	22,702	D	
Stock Appreciation Right	\$17.8	08/13/2013		M			11,691	02/23/2012	02/23/2021	Common Stock, par value \$0.01	11,691	\$0.0000	5,846	D	
Stock Appreciation Right	\$11.27	08/13/2013		M			9,606	03/02/2011	03/02/2020	Common Stock, par value \$0.01	9,606	\$0.0000	0.0000	D	
Stock Appreciation Right	\$9.19	08/13/2013		M			10,000	12/14/2010	12/14/2019	Common Stock, par value \$0.01	10,000	\$0.0000	0.0000	D	

Explanation of Responses:

/s/ Robert W. Spencer Jr. on behalf of Aziz Aghili      08/15/2013

\*\* 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.