Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	D.C.	20549	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL										
	OMB Number: 3235-028										
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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*  ICAHN BRETT						2. Issuer Name and Ticker or Trading Symbol DANA INC [ DAN ]							telationship eck all appli X Directo	cable)	Person(s) to I	Ssuer Owner	
(Last) 3939 TE	(Fi	,	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 02/16/2022							Officer below)	(give title	Other below	(specify )	
(Street) MAUME (City)		tate)	43537 (Zip)	ı-Deriv		4. If Amendment, Date of Original Filed (Month/Day/Year)  ative Securities Acquired, Disposed of, or Benefic						Line	6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person				
1. Title of Security (Instr. 3)			2. Trans Date (Month/l	action	2A. Deemed Execution Date,		3. Transaction Code (Inst	4. Securir Disposed 5)	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5)		5. Amou Securitie Beneficia	nt of ses Fally (Following I	5. Ownership Form: Direct D) or Indirect I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
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	rcise (Month/Day/Year) if any Code (Instr. Secur tive (Month/Day/Year) 8) Code (Instr. Secur Acqui		tive ties ed	Expiration Date (Month/Day/Year) Amount of Securities Underlying Derivative Securities (Instr. 3 and 4)				8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Ownersh Form: Direct (D or Indire (I) (Instr.	Beneficial Ownership (Instr. 4)					
					Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Restricted Stock Units <sup>(1)</sup>	(2)	02/16/2022			A		6,578		02/16/2023 <sup>(3)</sup>	(3)	Common Stock, par value \$0.01	6,578	\$0.0000	6,578	D		

## **Explanation of Responses:**

- 1. Restricted stock units granted pursuant to the Dana Incorporated 2021 Omnibus Incentive Plan.
- 2. Each restricted stock unit granted represents the right to receive one share of Dana common stock or, at the election of Dana, cash equal to the market value per share. Each restricted stock unit contains dividend equivalent rights.
- 3. Restricted stock units granted vest in full on the first anniversary date of the grant.

/s/ Laura L. Aossey on behalf 02/18/2022 of Brett M. Icahn

\*\* 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.