

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1
TO

SCHEDULE TO
(RULE 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

DANA CORPORATION
(Name of Subject Company (Issuer))

DELTA ACQUISITION CORP.
ARVINMERITOR, INC.
(Names of Filing Persons (Offerors))

COMMON STOCK, PAR VALUE \$1.00 PER SHARE
(Title of Class of Securities)

23581110
(CUSIP Number of Class of Securities)

VERNON G. BAKER, II, ESQ.
ARVINMERITOR, INC.
2135 WEST MAPLE ROAD
TROY, MICHIGAN 48084
TELEPHONE: (248) 435-1000

(Name, Address and Telephone Numbers of Person Authorized to Receive Notices and
Communications on Behalf of Filing Persons)

COPIES TO:

DENNIS J. FRIEDMAN, ESQ.
STEVEN P. BUFFONE, ESQ.
GIBSON, DUNN & CRUTCHER LLP
200 PARK AVE.
NEW YORK, NEW YORK 10166
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Check the box if the filing relates solely to preliminary communications
made before the commencement of a tender offer:

Check the appropriate boxes below to designate any transactions to which the
statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results
of the tender offer:

SCHEDULE TO

This Amendment No. 1 to the Tender Offer Statement on Schedule TO (the "Schedule TO") amends and supplements the statement originally filed on July 9, 2003 by ArvinMeritor, Inc., an Indiana corporation ("Parent"), and Delta Acquisition Corp., a Virginia corporation (the "Purchaser"), and a wholly owned subsidiary of Parent. The Schedule TO relates to the offer by the Purchaser to purchase (1) all outstanding shares ("Shares") of common stock, par value \$1.00 per share, of Dana Corporation, a Virginia corporation (the "Company"), and (2) unless and until validly redeemed by the board of directors of the Company, the associated rights to purchase shares of Series A Junior Participating Preferred Stock, no par value, of the Company (the "Rights") issued pursuant to the Rights Agreement, dated as of April 25, 1996 (as amended from time to time, the "Rights Agreement"), by and between the Company and Chemical Mellon Shareholder Services L.L.C., as Rights Agent, at a price of \$15.00 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase (the "Offer to Purchase"), dated July 9, 2003, and in the related Letter of Transmittal. Unless the context otherwise requires, all references to the Shares shall be deemed to include the associated Rights, and all references to the Rights shall be deemed to include the benefits that may inure to holders of Rights pursuant to the Rights Agreement. This Amendment No. 1 to the Schedule TO is being filed on behalf of the Purchaser and Parent.

Capitalized terms used and not defined herein have the meanings specified in the Offer to Purchase and the Schedule TO.

The item numbers and responses thereto below are in accordance with the requirements of Schedule TO.

ITEM 12. EXHIBITS.

- (a)(1)(A) Offer to Purchase, dated July 9, 2003.*
- (a)(1)(B) Letter of Transmittal.*
- (a)(1)(C) Notice of Guaranteed Delivery.*
- (a)(1)(D) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.*
- (a)(1)(E) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.*
- (a)(1)(F) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
- (a)(1)(G) Press release issued by ArvinMeritor, Inc., dated July 8, 2003, announcing ArvinMeritor's intention to commence the Offer.*
- (a)(1)(H) Press release issued by ArvinMeritor, Inc., dated July 9, 2003, announcing the commencement of the Offer.*
- (a)(1)(I) Summary Advertisement published July 9, 2003.*
- (a)(1)(J) Complaint filed by ArvinMeritor, Inc. on July 8, 2003 in the Circuit Court for the City of Buena Vista, Virginia.*
- (a)(1)(K) Complaint filed by ArvinMeritor, Inc. on July 9, 2003 in United States District Court for the Western District of Virginia.*
- (a)(5)(A) Press release issued by ArvinMeritor, Inc., dated July 14, 2003, relating to supplemental disclosure requested by the Ohio Department of Commerce.
- (a)(5)(B) Letter from ArvinMeritor, Inc. dated July 14, 2003, to Dana shareholders residing in Ohio, as posted on ArvinMeritor's website.
- (b) Not applicable.
- (c) Not applicable.
- (d) Not applicable.
- (e) Not applicable.
- (f) Not applicable.
- (g) Not applicable.
- (h) Not applicable.

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* Previously filed

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 14, 2003

DELTA ACQUISITION CORP.

By: /s/ LARRY D. YOST

Name: Larry D. Yost
Title: Chairman of the Board and
Chief Executive Officer

ARVINMERITOR, INC.

By: /s/ LARRY D. YOST

Name: Larry D. Yost
Title: Chairman of the Board and
Chief Executive Officer

EXHIBIT INDEX

EXHIBIT NO.
DESCRIPTION -

(a)(1)(A)
Offer to
Purchase,
dated July 9,
2003.* (a)(1)
(B) Letter of
Transmittal.*
(a)(1)(C)
Notice of
Guaranteed
Delivery.*
(a)(1)(D)
Letter to
Brokers,
Dealers,
Commercial
Banks, Trust
Companies and
other
Nominees.*
(a)(1)(E)
Form of
Letter to
Clients for
use by
Brokers,
Dealers,
Commercial
Banks, Trust
Companies and
other
Nominees.*
(a)(1)(F)
Guidelines
for
Certification
of Taxpayer
Identification
Number on
Substitute
Form W-9.*
(a)(1)(G)
Press release
issued by
ArvinMeritor,
Inc., dated
July 8, 2003,
announcing
ArvinMeritor's
intention to
commence the
Offer.* (a)
(1)(H) Press
release
issued by
ArvinMeritor,
Inc., dated
July 9, 2003,
announcing
the
commencement
of the
Offer.* (a)
(1)(I)
Summary
Advertisement
published
July 9,
2003.* (a)(1)
(J) Complaint
filed by
ArvinMeritor,

Inc. on July
8, 2003 in
the Circuit
Court for the
City of Buena
Vista,
Virginia.*
(a)(1)(K)
Complaint
filed by
ArvinMeritor,
Inc. on July
9, 2003 in
United States
District
Court for the
Western
District of
Virginia.*

(a)(5)(A)
Press release
issued by
ArvinMeritor,
Inc., dated
July 14,
2003,
relating to
supplemental
disclosure
requested by
the Ohio
Department of
Commerce. (a)
(5)(B) Letter
from
ArvinMeritor,
Inc. dated
July 14,
2003, to Dana
shareholders
residing in
Ohio, as
posted on
ArvinMeritor's
website. (b)
Not
applicable.
(c) Not
applicable.
(d) Not
applicable.
(e) Not
applicable.
(f) Not
applicable.
(g) Not
applicable.
(h) Not
applicable.

- - - - -

* Previously filed

[ArvinMeritor LOGO]

CONTACTS:

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Dan Katcher / Ellen Barry
Joele Frank, Wilkinson Brimmer Katcher
(212) 355-4449

FOR IMMEDIATE RELEASE

ARVINMERITOR ISSUES SUPPLEMENTAL DISCLOSURE TO
DANA'S OHIO SHAREHOLDERS

Troy, MI, July 14, 2003 - ArvinMeritor, Inc. (NYSE: ARM) in response to a request from the Division of Securities of the Ohio Department of Commerce today issued the following supplemental disclosure to Ohio shareholders of Dana Corporation (NYSE: DCN) with respect to the status of financing for ArvinMeritor's offer to purchase all outstanding shares of common stock of Dana Corporation for \$15.00 net per share in cash.

The following supplemental disclosure was issued by ArvinMeritor:

As stated in the "Summary Term Sheet" and "Section 12" of the Offer to Purchase, in order to finance the purchase of all outstanding shares of Dana's common stock pursuant to the offer, to refinance certain debt of ArvinMeritor ("the company"), Dana and their subsidiaries, to provide for debt that may need to be redeemed or repurchased and to provide for adequate working capital, ArvinMeritor expects to use a combination of cash on hand and one or more new financings. The new financings are expected to take the form of one or more new credit facilities and private or public placements of debt securities (which may include term and revolving bank debt, accounts receivable securitizations and/or high yield bonds) and may also include other capital raising transactions.

During a webcast presentation held on July 8, 2003 shortly after publicly announcing the company's intention to commence the offer, Larry D. Yost, ArvinMeritor's Chairman and Chief Executive Officer, indicated in his presentation and in response to a participant question that the details of the new financings had not been determined, but that ArvinMeritor expected that the new financings would be provided by major relationship banks and that, in the company's opinion, financing was not going to be an issue. ArvinMeritor has filed the webcast presentation and transcript on Schedule TO-C, and those materials can be found at the SEC's website at www.sec.gov.

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ArvinMeritor believes that the company has provided full disclosure with respect to the financing for the offer and related transactions. Nevertheless, the Division of Securities of the Ohio Department of Commerce has requested that ArvinMeritor reiterate the disclosure set forth in the company's filings with the Division and the SEC, and ArvinMeritor hereby confirms, that the company has not yet entered into any agreements, commitments, credit facilities, letters of credit or other financing arrangements with respect to the new financings. Further, as stated in the "Summary Term Sheet," the "Introduction" and "Section 14" of the Offer to Purchase, the offer is contingent upon ArvinMeritor having received proceeds under new financings sufficient, together with cash on hand, to consummate the offer and the proposed merger and to refinance all debt of Dana and ArvinMeritor that is or could be required to be repurchased or becomes, or could be declared, due and payable as a result of the offer or the proposed merger or the financing thereof.

A copy of the supplemental disclosure letter is available at the SEC's website at www.sec.gov, at the company's website at www.arvinmeritor.com or by contacting Mackenzie Partners, Inc. at (212) 929-5500 collect or at (800) 322-2885 toll-free or by email at proxy@mackenziepartners.com.

ArvinMeritor, Inc. is a premier \$7-billion global supplier of a broad range of integrated systems, modules and components to the motor vehicle industry. The company serves light vehicle, commercial truck, trailer and specialty original equipment manufacturers and related aftermarkets. In addition, ArvinMeritor is a leader in coil coating applications. The company is headquartered in Troy, MI, and employs 32,000 people at more than 150 manufacturing facilities in 27 countries. ArvinMeritor's common stock is traded on the New York Stock Exchange under the ticker symbol ARM. For more information, visit the company's Web site at: www.ArvinMeritor.com.

The solicitation and offer to purchase is made only pursuant to the Offer to Purchase and related materials that ArvinMeritor and Delta Acquisition Corp. filed with the Securities and Exchange Commission on July 9, 2003. Investors and security holders are advised to read such documents because they include important information. Investors and security holders may obtain a free copy of such documents at the SEC's website at www.sec.gov, from ArvinMeritor at 2135 W. Maple Road, Troy, MI 48084, Attn: Investor Relations, or by contacting Mackenzie Partners, Inc. at (212) 929-5500 collect or at (800) 322-2885 toll-free or by email at proxy@mackenziepartners.com.

This press release contains forward-looking statements. These forward-looking statements are based on currently available competitive, financial and economic data and management's views and assumptions regarding future events. Such forward-looking statements are inherently uncertain. ArvinMeritor cannot provide assurances that the tender offer described in this press release will be successfully completed or that we will realize the anticipated benefits of any transaction. Actual results may differ materially from those projected as a result of certain risks and uncertainties, including but not limited to: global economic and market conditions; the demand for commercial, specialty and light vehicles for which ArvinMeritor supplies products; risks inherent in operating abroad, including foreign currency exchange rates; availability and cost of raw materials; OEM program delays; demand for and market acceptance of new and existing products; successful development of new products; reliance on major OEM customers; labor relations of ArvinMeritor, its customers and suppliers; successful integration of acquired or merged businesses; achievement of the expected annual savings and synergies from past and future business combinations; competitive product and pricing pressures; the amount of ArvinMeritor's debt; the ability of ArvinMeritor to access capital markets; the credit ratings of ArvinMeritor's debt; the outcome of existing and any future legal proceedings, including any litigation with respect to the transaction, environmental or asbestos-related matters; as well as other risks and uncertainties, including but not limited to those detailed herein and from time to time in ArvinMeritor's Securities and Exchange Commission filings.

EXHIBIT (a)(5)(B)

[ArvinMeritor LOGO]

2135 W. Maple Rd.
Troy, MI 48084

arvinmeritor.com

To: All Ohio Resident Holders of Shares of
Common Stock of Dana Corporation

On July 9, 2003, our subsidiary, Delta Acquisition Corp., commenced an offer to purchase all outstanding shares of common stock (and associated rights to purchase shares of Series A Junior Participating Preferred Stock) of Dana Corporation ("Dana") for \$15.00 per share, net to the seller in cash, without interest, upon the terms and conditions set forth in an Offer to Purchase (the "Offer to Purchase") and a related Letter of Transmittal. We have filed a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission and have also filed Information Pertaining to a Control Bid on Form 041 ("Form 041") with the Division of Securities of the Ohio Department of Commerce (the "Division").

The Division has reviewed our Form 041 and Offer to Purchase and has requested that we provide supplemental disclosure to Dana's Ohio shareholders with respect to the status of financing for the offer and related transactions. We are sending you this letter in order to provide the requested supplemental disclosure, and we are also filing this letter as an amendment to the Schedule TO so that it is available to all of Dana's shareholders.

As stated in the "Summary Term Sheet" and "Section 12" of the Offer to Purchase, in order to finance the purchase of all outstanding shares of Dana's common stock pursuant to the offer, to refinance certain debt of ArvinMeritor, Dana and their subsidiaries, to provide for debt that may need to be redeemed or repurchased and to provide for adequate working capital, we expect to use a combination of cash on hand and one or more new financings. The new financings are expected to take the form of one or more new credit facilities and private or public placements of debt securities (which may include term and revolving bank debt, accounts receivable securitizations and/or high yield bonds) and may also include other capital raising transactions.

During a webcast presentation held on July 8, 2003 shortly after publicly announcing our intention to commence the offer, Larry D. Yost, our Chairman and Chief Executive Officer, indicated in his presentation and in response to a participant question that the details of the new financings had not been determined, but that we expected that the new financings would be provided by major relationship banks and that, in our opinion, financing was not going to be an issue. We have filed the webcast presentation and transcript on Schedule TO-C, and those materials can be found at the SEC's website at www.sec.gov.

We believe that we have provided full disclosure with respect to the financing for the offer and related transactions. Nevertheless, the Division has requested that we reiterate the disclosure set forth in our filings with the Division and the SEC, and we hereby confirm, that ArvinMeritor has not yet entered into any agreements, commitments, credit facilities, letters of credit or other financing arrangements with respect to the new financings. Further, as stated in the "Summary Term Sheet," the "Introduction" and "Section 14" of the Offer to Purchase, the offer is contingent upon our having received proceeds under new financings sufficient, together with cash on hand, to consummate the offer and the proposed merger and to refinance all debt of Dana and ArvinMeritor that is or could be required to be repurchased or becomes, or could be declared, due and payable as a result of the offer or the proposed merger or the financing thereof.

ArvinMeritor, Inc.

July 14, 2003

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