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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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AMENDMENT NO. 19

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:

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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:

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

[X] 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: [ ]
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SCHEDULE TO

This Amendment No. 19 to the Tender Offer Statement on Schedule TO amends and supplements the statement originally filed on July 9, 2003 (as amended or supplemented prior to the date hereof, the "Schedule TO") by ArvinMeritor, Inc., an Indiana corporation ("Parent"), and Delta Acquisition Corp., a Virginia corporation and a wholly owned subsidiary of Parent (the "Purchaser"). 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, dated July 9, 2003 (as amended or supplemented prior to the date hereof, the "Offer to Purchase"), 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. 19 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)(1)(L) First Amended Complaint filed by ArvinMeritor, Inc. on July 25, 2003 in United States District Court for the Western District of Virginia.\*

ITEM 12. EXHIBITS

- (a)(1)(M) First Amended Complaint filed by ArvinMeritor, Inc. on August 5, 2003 in the Circuit Court for the City of Buena Vista, Virginia.\*
- (a)(1)(N) Reply to Dana Counterclaims filed by ArvinMeritor, Inc. on September 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.\*
- (a)(5)(C) Transcript of portions of ArvinMeritor's fiscal year 2003 third-quarter earnings call, held on July 21, 2003, relating to the Offer.\*
- (a)(5)(D) Press release issued by ArvinMeritor, Inc. dated July 22, 2003, responding to Dana Corporation's rejection of the Offer.\*
- (a)(5)(E) Text of ArvinMeritor, Inc. form of e-mail replies to investor inquiries and requests relating to the Offer.\*
- (a)(5)(F) Press release issued by ArvinMeritor, Inc. dated July 28, 2003, discussing correspondence delivered to Dana Corporation's Committee of Independent Directors.\*
- (a)(5)(G) Slides relating to the Offer used by ArvinMeritor, Inc. in a presentation dated August 7, 2003.\*
- (a)(5)(H) Complaint filed by Dana Corporation on August 14, 2003 in the Court of Common Pleas of Lucas County, Ohio.\*
- (a)(5)(I) Press release issued by ArvinMeritor, Inc. dated August 18, 2003, responding to Dana Corporation's complaint.\*
- (a)(5)(J) Press release issued by ArvinMeritor, Inc. dated August 22, 2003, announcing its filing for HSR approval.\*
- (a)(5)(K) Press release issued by ArvinMeritor, Inc. dated August 22, 2003, responding to Dana Corporation's answers and counterclaims to ArvinMeritor's complaints.\*
- (a)(5)(L) Press release issued by ArvinMeritor, Inc. dated August 28, 2003, announcing the extension of the Expiration Date of the Offer.\*
- (a)(5)(M) Press release issued by ArvinMeritor, Inc. dated September 8, 2003, announcing receipt of second request from the FTC.\*
- (a)(5)(N) Press release issued by ArvinMeritor, Inc. dated October 2, 2003, announcing the extension of the Expiration Date of the Offer.\*
- (a)(5)(O) Slide presentation relating to the Offer used by ArvinMeritor, Inc. during its Analyst Day Conference on September 30, 2003.\*
- (a)(5)(P) Portions of investor presentation and question and answer session relating to the Offer used by ArvinMeritor, Inc. during its Analyst Day Conference on September 30, 2003.\*
- (a)(5)(Q) Motion to Dismiss filed by ArvinMeritor, Inc. on October 14, 2003 in the Court of Common Pleas of Lucas County, Ohio.\*
- (a)(5)(R) Press release issued by ArvinMeritor, Inc. dated October 30, 2003, announcing the extension of the Expiration Date of the Offer.\*
- (a)(5)(S) Slides and transcript from ArvinMeritor, Inc.'s presentation at the Gabelli & Company, Inc.-27th Annual Automotive Aftermarket Symposium on November 5, 2003.\*
- (a)(5)(T) Transcript of portion of ArvinMeritor, Inc.'s fiscal year 2003 fourth-quarter earnings call, held on November 13, 2003, relating to the Offer.
- (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: November 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  
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\* Previously filed

The following are portions of the transcript of ArvinMeritor's fiscal year 2003 fourth-quarter earnings call, held on November 13, 2003, relating to ArvinMeritor's offer to purchase all outstanding shares of the common stock of Dana Corporation.

ARVINMERITOR, INC.  
Q4 2003 EARNINGS CONFERENCE CALL

MODERATOR: ALICE MCGUIRE  
NOVEMBER 13, 2003  
10:00 AM ET

Alice McGuire:

I need to quickly read through some required language. Because it will take a few moments to update you on the status of the \$15 per share cash offer to Dana, I need to remind you that the solicitation and offer to purchase is made only pursuant to the offer to purchase related materials that ArvinMeritor and (Delta) Acquisition Corporation 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 as the SEC's web site at [www.sec.gov](http://www.sec.gov), from ArvinMeritor at 2135 West Maple Road, Troy, Michigan 4808 to the attention of Investor Relations or by contacting McKenzie Partners, Inc. at (212)929-5500 collect or at 1-800-322-2885 toll free or by email [proxy@mckenziepartners.com](mailto:proxy@mckenziepartners.com).

Our discussion may contain forward-looking statements. Let me refer you to the company's SEC filings in second slide in our Fiscal Year Fourth Quarter 2003 Earnings conference call slide set for more complete disclosure of the risks that affect our results.

Larry Yost:

Now before we open up the call to your questions, I'd like to briefly discuss the Dana transaction.

Now as I've stated many times in the past in order to thrive in the ever-changing automotive industry, I believe the supply base is going to need to consolidate. It is inevitable. Big promises of restructuring benefits will not pay off in the long term.



Suppliers cannot just restructure and cut costs to create long-term value. The current industry alignment just does not work for shareowners.

As an industry, we're in a situation where our volumes are up, but our profits are down. In addition, there is cost associated with globalization and regulatory costs are increasing. There's minimal end market growth. Our customers are growing at GDP rates or slightly above and that's not exciting.

Then there's overcapacity which leads to a combination of factors including intense competition and aggressive pricing pressure from the OEMs. These challenges can be addressed by automotive suppliers taking aggressive action and that action is consolidation.

Now if you believe as I do that there's going to be consolidation in the industry, then why ArvinMeritor and Dana? Our two companies are a perfect fit. It's logical business combination. It would make us one of the top five global automotives suppliers, number three in North America with complete drive train systems capability from small passenger cars to Class A trucks.

The products each of the two companies have are very complementary. Together we'd have significant growth opportunities providing undercarriage modeling systems for light vehicle and commercial vehicle customers.

Our combined company would also be better positioned to address the issues in the after-market business. The combination would offer benefits in advance emissions and technology and engine management, among other technologies that meet our customer needs and requirements. Most importantly, the combination would create a stronger company that is better prepared to prosper in the automotive industry of the future.

Now as I said a combination with Dana would create a company with strong undercarriage modules and systems capability which offer tremendous opportunity

for our future growth. We estimate the undercarriage modules and systems to reach approximately \$50 billion.

The trend indicates that over the next ten years, OE customers will move more towards modules and systems and away from purchasing individual components. Modules and systems address our customer's needs to reduce cost and simplify the assembly process. Just as the move towards interior modules grew in the last ten years, we believe the same thing will happen with undercarriage modules over the next 10 years.

Our recent business wins continue to support our strategy that this is a sound market opportunity. We've been awarded major contracts to produce undercarriage systems, one award worth 300 million annually. Together with Dana and ArvinMeritor, we'll be able to accelerate our growth opportunities in the undercarriage systems market.

Combining our after market business would create one of the world's leading after-market suppliers. Together we could expand our product portfolio and strengthen our service capability. Strengthen our customer relationships and create a stronger distribution network. The after-market opportunity is huge. We're talking about a business that is highly scalable.

Together we can take costs out and improve our margins by optimizing our facilities, leveraging each other's infrastructure and eliminating redundant SG&A.

As I said before, we're committed to making this transaction a reality. I've talked with many of you over the past few months and I want to say the reaction from many of you on this call as well as from our customers and many of our shareowners has been very positive. And we thank you for your support.

Regarding FTC, we've been working and we are continuing to work closely with the FTC to resolve all of their concerns. We don't expect our settlement proposal to affect the value of the transaction. We all know that this review process takes time. So far the process is according to plan.

Although we can't speculate on the shape, the size or the timing of any divestiture requirements, we can report that the discussions are consistent with the expectations that we had when we announced in July.

Now in closing, we believe this combination is sensible and strategically advantageous. The combination is consistent with addressing the needs and changing dynamics of the automotive industry. The combination would create a stronger and better positioned company for the future and offer tremendous growth opportunities.

Again, we encourage Dana to sit down with us. As I said before, we're prepared to raise our offer for additional value if warranted. We're also willing to evaluate other types of consideration. We're committed to completing this transaction on the basis that is fair for both companies/shareowners.

Now Alice, let's take some questions.

Alice McGuire:

Operator, we're ready now to take questions.

Operator:

Thank you, Ms. McGuire. At this time I would like to remind everyone in order to ask a question, please press star then the number 1 on your telephone keypad.

Your first question comes from Richard Hilgert of Oppenheimer and Company.

Richard Hilgert:

Question about the after-market. You know, there had been some pricing that you were able to get there last year, but it looks like the pricing there has dried up in year over year comparisons. Wondered what the dynamics were that were going on and if we might see a return of some better pricing.

And if a combination of the after-market businesses of both you and Dana were to be completed, what would that mean for after-market pricing?

Larry Yost: Richard, you are absolutely correct on your observation for our past fiscal year. We have been successful in getting some pricing in North America but as I think we've said in the past we've experienced some real difficulties in Europe, principally in the exhaust product line segment. And the net then as a result is almost a no pricing.

Going forward, we're going to continue to be very aggressive. It's one of our product lines where we think it should be possible to get pricing and we're working very, very hard to do so. And I think the same could be said of the new company, ArvinMeritor and Dana.

Alice McGuire: Next question please, operator.

Operator: Thank you. Your next question is from Gary Lepetis of Goldman Sachs.

Gary Lepetis: And just lastly, when I read through the release one of the things that struck me was the last thought. I did a search for the word "Dana" and it was not in there. And you did address it on the call. Which should I take as sort of more indicative of your posture on this? Is it the fact that it didn't show up in the release or that you address it on the call. I.e., not being in the release led me to wonder well are they sort of...

Larry Yost: Well...

Gary Lepetis: ...declined or...

Larry Yost: I'll handle that Gary. This is an earnings call and it was billed as an earnings call. But of course we knew everyone would be interested in the situation on Dana so...

Gary Lepetis: Sure.

Larry Yost: I decided to handle it in my comments.

Gary Lepetis: Okay. So there's been no changing...

Larry Yost: No changing.

Gary Lepetis: ...your thought processes about the importance of the fit and all that?

Larry Yost: No changes. No. The industry needs consolidation. I'll forever be a champion of that concept.

Gary Lepetis: And you're going to help make it happen.

Larry Yost: I'm going to do my very best.

Gary Lepetis: Okay. Thanks.