

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14D-9
SOLICITATION/RECOMMENDATION STATEMENT
PURSUANT TO SECTION 14(d)(4) OF THE
SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 21)

DANA CORPORATION
(Name of Subject Company)

DANA CORPORATION
(Name of Person(s) Filing Statement)

Common Stock, Par Value \$1.00 Per Share
(including the Associated Series A Junior
Participating Preferred Stock Purchase Rights)
(Title of Class of Securities)

235811 10 6
(CUSIP Number of Class of Securities)

Michael L. DeBacker, Esq.
Vice President, General Counsel and Secretary
Dana Corporation
4500 Dorr Street
Toledo, Ohio 43615
(419) 535-4500

(Name, Address and Telephone Number of Person Authorized to Receive Notice and
Communications on Behalf of the Person(s) Filing Statement)

With copies to:

Adam O. Emmerich, Esq.
David C. Karp, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019
(212) 403-1000

Check the box if the filing relates solely to preliminary communications made
before the commencement of a tender offer.

The purpose of this amendment is to amend and supplement Item 9
in the Solicitation/Recommendation Statement on Schedule 14D-9 previously filed
by Dana Corporation, a Virginia corporation, on July 22, 2003, as thereafter
amended, and to add an additional Exhibit and revise the Exhibit Index
accordingly.

Item 9. EXHIBITS.

Exhibit No. Description

(a)(31) Press release.

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.

DANA CORPORATION

By: /s/ ROBERT C. RICHTER

Robert C. Richter
Vice President and
Chief Financial Officer

Dated: October 31, 2003

INDEX OF EXHIBITS

Exhibit No.	Description
(a)(31)	Press release.

Contact: Michelle Hards
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michelle.hards@dana.com

DANA CORPORATION COMMENTS ON
THIRD EXTENSION OF ARVINMERITOR TENDER OFFER

TOLEDO, OHIO, [OCTOBER 30, 2003] -- Dana Corporation (NYSE: DCN) issued the following statement today in response to the announcement by ArvinMeritor, Inc. (NYSE: ARM) that it will extend for a third time the expiration of its tender offer for all outstanding Dana shares.

"On July 22, Dana's Board of Directors rejected ArvinMeritor's offer after a thorough review and consultation with its legal and financial advisors," said Bill Carroll, Acting President and Chief Operating Officer. "The Board concluded at that time that the offer was a financially inadequate, high-risk proposal that was not in the best interests of Dana or its shareholders, and nothing has changed with respect to the offer since that time. As demonstrated by our strong third-quarter earnings, Dana's restructuring and transformation efforts are producing results and the Board continues to believe that the company's ongoing strategy is a better way to enhance value for our shareholders."

Mr. Carroll continued, "In the nearly four months since ArvinMeritor originally made this unsolicited offer, it still has not announced that it has the necessary financing for the transaction. In addition, the major antitrust challenges that Dana's Board noted from the start were underscored by the 'second request' for information issued by the FTC in early September. Since August, ArvinMeritor has publicly discussed potential divestitures of the combined company's assets to address these challenges. Substantial divestitures would limit the opportunities for synergies and change the strategic premise for the transaction that ArvinMeritor originally proposed to shareholders. For these reasons, among others, investors understandably continue to question whether this deal makes sense."

Dana's shareholders, and its customers, suppliers and employees, are strongly advised to read carefully Dana's solicitation/recommendation statement regarding ArvinMeritor's tender offer, because it contains important information. Free copies of the solicitation/recommendation statement and the related amendments, which have been filed by Dana with the Securities and Exchange Commission, are available at the SEC's web site at WWW.SEC.GOV, or at the Dana web site at WWW.DANA.COM, and also by directing requests to Dana's Investor Relations Department or Dana's information agent, D.F. King & Co., Inc., at 1-800-901-0068.

Dana is a global leader in the design, engineering, and manufacture of value-added products and systems for automotive, commercial, and off-highway vehicle manufacturers and their related aftermarkets. The company employs approximately 60,000 people worldwide. Founded in 1904 and based in Toledo, Ohio, Dana operates

hundreds of technology, manufacturing, and customer service facilities in 30 countries. The company reported 2002 sales of \$9.5 billion.

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