

DANA CORP
 Form 4
 December 16, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BURNS MICHAEL J

(Last) (First) (Middle)
 P.O. BOX 1000
 (Street)
 TOLEDO, OH 43697
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DANA CORP [DCN]

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, CEO, / President & COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common	12/15/2005		J ⁽¹⁾	73	A	\$ 7.17	57,234.211	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3)
Restricted Stock Units	\$ 0 ⁽²⁾	12/15/2005		J ⁽³⁾	37	⁽⁴⁾ / ⁽⁴⁾	Common 37	\$ 0
Restricted Stock Units	\$ 0 ⁽²⁾	12/15/2005		J ⁽³⁾	57	⁽⁵⁾ / ⁽⁵⁾	Common 57	\$ 0
Restricted Stock Units	\$ 0 ⁽²⁾	12/15/2005		J ⁽³⁾	151	⁽⁵⁾ / ⁽⁵⁾	Common 151	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNS MICHAEL J P.O. BOX 1000 TOLEDO, OH 43697	X		Chairman, CEO, President & COO	

Signatures

Michael Burns 12/16/2005
 __Signature of Date
 Reporting Person

Explanation of Responses:

- * 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).
 - (1) Dividend equivalents credited on restricted shares previously granted under Dana's Restricted Stock Plan. Exempt from Section 16(b) under Rule 16b-3.
 - (2) Each restricted stock unit represents a contingent right to receive one share of Dana Corporation common stock.
 - (3) Dividend equivalents credited on restricted stock units granted under Dana's Stock Incentive Plan (SIP). Exempt from Section 16(b) under Rule 16b-3.
- Dividend equivalents credited with respect to previously granted restricted stock units become vested proportionately with the restricted stock units to which they relate, which vest in full on March 1, 2009. Vested shares will be delivered to Mr. Burns on a deferred basis following the date on which he terminates employment with Dana.

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Dividend equivalents credited with respect to previously granted restricted stock units become vested proportionately with the restricted
(5) stock units to which they relate, which vest in three equal annual installments beginning March 1, 2005. Vested shares will be delivered to Mr. Burns on a deferred basis following the date on which he terminates employment with Dana.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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