DANA CORP
Form 3
March 14, 2005

# FORM 3

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

OMB APPROVAL

| | |
|---|---|
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## INITIAL STATEMENT OF 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 *
Â  Dyer Richard J
(Last) (First) (Middle)

P.O. BOX 1000
(Street)

TOLEDO,Â OHÂ 43697
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/03/2005

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Acct'g Officer

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

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

**Table I - Non-Derivative Securities Beneficially Owned**

| 1.Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|
| Common | 2,075.4256 | D | Â |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|---|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | | | |

| | | | | Shares | | (I) (Instr. 5) | |
|---|---|---|---|---|---|---|---|
| Option/Tandem Tax Withholding Right | 07/17/2001 (1) | 07/16/2010 | Common | 1,300 | $ 23.0625 | D | Â |
| Option/Tandem tax withholding right | 07/16/2002 (1) | 07/15/2011 | Common | 1,300 | $ 25.05 | D | Â |
| Option/Tandem tax withholding right | 07/16/2003 (1) | 07/15/2012 | Common | 1,800 | $ 15.33 | D | Â |
| Option/Tandem tax withholding right | 04/21/2004 (1) | 04/20/2013 | Common | 2,500 | $ 8.34 | D | Â |
| Option/Tandem tax withholding right | 02/09/2005 (1) | 02/08/2014 | Common | 2,500 | $ 22.43 | D | Â |
| Option/Tandem Tax Withholding Right | 07/20/1999 (1) | 07/19/2008 | Common | 700 | $ 52.5625 | D | Â |
| Option/Tandem Tax Withholding Right | 07/19/2000 (1) | 07/18/2009 | Common | 800 | $ 45.5 | D | Â |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Dyer Richard J<br>P.O. BOX 1000<br>TOLEDO,Â OHÂ 43697 | Â | Â | Â Chief Acct'g Officer | Â |

# Signatures

| | |
|---|---|
| Richard Dyer | 03/14/2005 |
| **Signature of Reporting Person | Date |

# Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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)** These options must be held for one year from the date of grant before they can be exercised. Thereafter, the options are exercisable as follows: 25% of the total options granted within 2 years after the date of grant; 50% within 3 years after the date of grant; 75% within 4 years after the date of grant and all options after 4 years from the date of grant.

Â

**Remarks:**

Note:Â AlsoÂ seeÂ attachedÂ ExhibitÂ EX-24Â AttachmentÂ 0.

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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