

DeBacker Michael L
 Form 3
 January 06, 2006

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â DeBacker Michael L | | (Month/Day/Year) | DANA CORP [DCN] | |
| (Last) | (First) | (Middle) | 12/30/2005 | |
| P.O. BOX 1000 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| TOLEDO,Â OHÂ 43697 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | VP, GC and Secretary | |

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 | 33,678 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | |

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| | | | | Shares | | (I) (Instr. 5) | |
|-------------------------------------|---------------------------|------------------|--------|----------------------|---------------------|-------------------|---|
| Option/Tandem Tax Withholding Right | 12/01/2005 | 07/16/2010 | Common | 15,000 | \$ 23.0625 | D | Â |
| Option/Tandem tax withholding right | 12/01/2005 | 07/15/2011 | Common | 36,000 | \$ 25.05 | D | Â |
| Option/Tandem tax withholding right | 12/01/2005 | 07/15/2012 | Common | 36,000 | \$ 15.33 | D | Â |
| Option/Tandem tax withholding right | 04/21/2004 ⁽¹⁾ | 04/20/2013 | Common | 36,000 | \$ 8.34 | D | Â |
| Option/Tandem tax withholding right | 12/01/2005 | 02/08/2014 | Common | 22,000 | \$ 22.43 | D | Â |
| Option | 12/01/2005 | 02/13/2015 | Common | 60,662 | \$ 15.94 | D | Â |
| Option/Tandem Tax Withholding Right | 12/01/2005 | 07/14/2006 | Common | 7,500 | \$ 28.125 | D | Â |
| Option/Tandem Tax Withholding Right | 12/01/2005 | 07/20/2007 | Common | 12,000 | \$ 38.4375 | D | Â |
| Option/Tandem Tax Withholding Right | 12/01/2005 | 07/19/2008 | Common | 12,000 | \$ 52.5625 | D | Â |
| Option/Tandem Tax Withholding Right | 12/01/2005 | 07/18/2009 | Common | 12,000 | \$ 45.5 | D | Â |
| Add Compensation Plan Phantom Units | Â ⁽²⁾ | Â ⁽²⁾ | Common | 6,837 ⁽³⁾ | \$ 0 ⁽²⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DeBacker Michael L P.O. BOX 1000 TOLEDO, OH 43697 | Â | Â | Â VP, GC and Secretary | Â |

Signatures

Michael DeBacker 01/06/2006

 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).

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.

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- Each phantom unit credited under Dana's Additional Compensation Plan is the economic equivalent of one share of Dana stock. The units
- (2) do not have an exercise or expiration date. Plan participants are entitled to receive distributions of such units in cash and/or stock, upon retirement or termination of employment.
 - (3) Consists of phantom units credited under Dana's Additional Compensation Plan with respect to compensation deferred under the Plan and the related dividend-equivalent units. Exempt from Section 16(b) under Rule 16b-3.

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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