

DANA CORP  
Form 4  
April 20, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**PRIORY RICHARD B**

(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)  
**04/19/2005**

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)

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   | (D)                               | Price |

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

**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.**

SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|--|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|--|

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| Derivative Security              |                     |            | (A) or Disposed of (D) (Instr. 3, 4, and 5) |   | Date Exercisable | Expiration Date | Title                 | Amount or Number of Shares |
|----------------------------------|---------------------|------------|---|---|------------------|-----------------|-----------------------|----------------------------|
|                                  |                     |            | Code  | V |                  |                 |                       |                            |
| Director Deferred Fee Plan Units | \$ 0 <sup>(1)</sup> | 04/19/2005 | A <sup>(2)</sup>                            |   | 6,593            | <sup>(3)</sup>  | <sup>(4)</sup> Common | 6,593 \$                   |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| PRIORY RICHARD B<br>P. O. BOX 1000<br>TOLEDO, OH 43697 | X             |           |         |       |

## Signatures

Richard Priory                      04/20/2005  
 \_\_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) One unit is at all times deemed to be equivalent to one share of Dana stock, i.e., when the participant receives a distribution of units he/she will receive one share of stock for each unit credited or the cash equivalent thereof as determined under the Director Deferred Fee Plan.
  - (2) Phantom units credited under Dana's Director Deferred Fee Plan. Exempt from Section 16(b) under Rule 16b-3.
  - (3) Units credited under Dana's Director Deferred Fee Plan do not have an exercise date. Participants are entitled to receive distributions upon retirement or termination.
  - (4) Units credited under Dana's Director Deferred Fee Plan do not have an expiration date. Participants are entitled to receive distributions upon retirement or termination.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.