

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 <b>and</b> 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)

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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	

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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 <sup>(1)</sup>	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 <sup>(2)</sup>	Â <sup>(2)</sup>	Common	6,837 <sup>(3)</sup>	\$ 0 <sup>(2)</sup>	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.

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**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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