

DANA CORP  
Form S-8  
April 21, 2003

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As filed with the Securities and Exchange Commission on April 21, 2003

Registration No. \_\_\_\_\_

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

Form S-8

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

Dana Corporation  
(Exact name of registrant as specified in its charter)

Virginia  
(State or other jurisdiction of  
incorporation or organization)

34-4361040  
(I.R.S. Employer Identification No.)

4500 Dorr Street, Toledo, Ohio  
(Address of principal executive offices)

43615  
(Zip code)

Dana Corporation Amended and Restated Stock Incentive Plan  
and Dana Corporation Director Deferred Fee Plan  
(Full titles of the plans)

Michael L. DeBacker, Secretary  
Dana Corporation, P.O. Box 1000, Toledo, Ohio 43697  
(Name and address of agent for service)

419-535-4500  
(Telephone number of agent for service)

Calculation of Registration Fee

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price (1)	Amount of registration fee
Common stock (par value \$1 per share)	5,200,000 shares and related Preferred Share Purchase Rights (2)	\$ 7.80	\$ 40,560,000	\$ 3,282

(1) Estimated solely for the purpose of determining the amount of the registration fee pursuant to Securities Act Rule 457(c) on the basis of the average high and low prices reported on the New York Stock Exchange Composite Tape on April 14, 2003.

(2) Includes 5,000,000 shares registered for issuance under the Dana Corporation Amended and Restated Stock Incentive Plan (formerly known as the Dana Corporation 1997 Stock Option Plan) and 200,000 shares registered for issuance under the Dana Corporation Director Deferred Fee

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Plan.

As permitted by Securities Act Rule 429(a), the prospectuses included herein also relate to Registration Statements Nos. 333-59442, 333-37435 and 33-64198.

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REGISTRATION OF ADDITIONAL SECURITIES

Dana Corporation (Dana) is hereby registering 5,000,000 additional shares of its common stock, par value \$1 per share (Common Stock) and the related Preferred Share Purchase Rights (Rights) for issuance under the Dana Corporation Amended and Restated Incentive Stock Plan, formerly known as the Dana Corporation 1997 Stock Option Plan. The following registration statements on Form S-8 relating to the same class of securities and the same employee benefit plan are currently effective and, in accordance with General Instruction E to Form S-8, the contents of those registration statements are incorporated herein by reference: Registration Statement No. 333-59442, filed with the Securities and Exchange Commission (SEC) on April 24, 2001; Registration Statement No. 333-37435, filed with the SEC on October 8, 1997; and Registration Statement No. 33-64198, filed with the SEC on June 10, 1993.

Dana is also hereby registering 200,000 additional shares of its Common Stock and the related Rights for issuance under the Dana Corporation Director Deferred Fee Plan. The following registration statements on Form S-8 relating to the same class of securities and the same employee benefit plan are currently effective and, in accordance with General Instruction E to Form S-8, the contents of those registration statements are incorporated herein by reference: Registration Statement No. 333-37435, filed with the SEC on October 8, 1997, and Registration Statement No. 33-64198, filed with the SEC on June 10, 1993.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toledo, State of Ohio, on April 21, 2003.

Dana Corporation

By: /s/ Michael L. DeBacker  
Michael L. DeBacker  
Vice President, General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
Principal Executive Officer:		
<u>/s/ J. M. Magliochetti</u> J. M. Magliochetti	Chief Executive Officer and Director	April 21, 2003
Principal Financial Officer:		
<u>/s/ R. C. Richter</u> R. C. Richter	Chief Financial Officer	April 21, 2003
Principal Accounting Officer:		
<u>/s/ R. J. Westerheide</u> R. J. Westerheide	Chief Accounting Officer	April 21, 2003

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Signature	Title	Date
_____ Directors: */s/ B. F. Bailar	Director	April 21, 2003
_____ B. F. Bailar		
*/s/ A. C. Baillie	Director	April 21, 2003
_____ A. C. Baillie		
*/s/ E. M. Carpenter	Director	April 21, 2003
_____ E. M. Carpenter		
*/s/ E. Clark	Director	April 21, 2003
_____ E. Clark		
*/s/ C. W. Gris�	Director	April 21, 2003
_____ C. W. Gris�		
*/s/ G. H. Hiner	Director	April 21, 2003
_____ G. H. Hiner		
*/s/ J. P. Kelly	Director	April 21, 2003
_____ J. P. Kelly		
*/s/ M. R. Marks	Director	April 21, 2003
_____ M. R. Marks		
*/s/ R. B. Priory	Director	April 21, 2003
_____ R. B. Priory		
*/s/ F. M. Senderos	Director	April 21, 2003
_____ F. M. Senderos		

\* By    /s/ Michael L. DeBacker  
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Michael L. DeBacker  
Attorney-in-Fact

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
5	Opinion of Hunton & Williams
23-A	Consent of PricewaterhouseCoopers LLP
23-B	Consent of Hunton & Williams (included in Exhibit 5)
24-A	Power of Attorney (Stock Incentive Plan)
24-B	Power of Attorney (Director Deferred Fee Plan)