DANA CORP
Form S-8
April 26, 2002

As filed with the Securities and Exchange Commission on April 26, 2002
Registration No. 333-_____

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   34-4361040
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(State or other jurisdiction of   (I.R.S. Employer Identification No.)
incorporation or organization)

4500 Dorr Street, Toledo, Ohio 43615

(Address of principal executive offices)

Dana Corporation 1999 Restricted Stock Plan

(Full title of the plan)

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)
Common stock (par value $1 per share)	750,000 shares and related Preferred Share Purchase Rights	$20.625	$15,468,750

(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 22, 2002.

REGISTRATION OF ADDITIONAL SECURITIES

Dana Corporation is hereby registering 750,000 additional shares of its common stock, par value $1 per share, and the related Preferred Share Purchase Rights, for issuance under the Dana Corporation 1999 Restricted Stock Plan. A registration statement on Form S-8 (Registration No. 333-84417) as filed with the Securities and Exchange Commission on August 3, 1999, relating to the same class of securities and the same employee benefit plan is currently effective and, in accordance with General Instruction E to Form S-8, the contents of that registration statement are incorporated herein by reference.

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SIGNATURES

THE REGISTRANT. 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 26, 2002.

                                    DANA CORPORATION

                                    By: /s/ Michael L. DeBacker
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                                            Michael L. DeBacker
                                            Vice President

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.

Signature	Title	Date

PRINCIPAL EXECUTIVE OFFICER:

* /s/ J. M. Magliochetti	Chief Executive Officer and	April 26, 2002
--------------------------------	Director	
J. M. Magliochetti		

PRINCIPAL FINANCIAL OFFICER:

* /s/ R. C. Richter	Chief Financial Officer	April 26, 2002

R. C. Richter		

PRINCIPAL ACCOUNTING OFFICER:

* /s/ C. W. Hinde	Chief Accounting Officer	April 26, 2002

C. W. Hinde		

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Signature	Title	Date

DIRECTORS:

* /s/ B.F. Bailar	Director	April 26, 2002

B.F. Bailar		

* /s/ A. C. Baillie	Director	April 26, 2002

A. C. Baillie		

* /s/ E. M. Carpenter	Director	April 26, 2002

E. M. Carpenter		

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*  /s/  E. Clark                        Director                        April 26, 2002
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        E. Clark

*  /s/  G. H. Hiner                     Director                        April 26, 2002
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        G. H. Hiner

*  /s/  J. P. Kelly                     Director                        April 26, 2002
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        J. P. Kelly

*  /s/  M. R. Marks                     Director                        April 26, 2002
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        M. R. Marks

*  /s/  R. B. Priory                    Director                        April 26, 2002
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        R. B. Priory

*  /s/  F. M. Senderos                  Director                        April 26, 2002
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        F. M. Senderos


*  By: /s/  Michael L. DeBacker
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          Michael L. DeBacker
          Attorney-in-Fact
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EXHIBIT INDEX

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Exhibit No.          Description
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5                    Opinion of Hunton & Williams

23-A                 Consent of PricewaterhouseCoopers LLP

23-B                 Consent of Hunton & Williams (included in Exhibit 5)

24                   Power of Attorney
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