

Edgar Filing: DANA CORP - Form S-8

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

(State or other jurisdiction of
 incorporation or organization)

(I.R.S. Employer Identification No.)

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

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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

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.

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Signature -----	Title -----	Date -----
PRINCIPAL EXECUTIVE OFFICER:		
* /s/ J. M. Magliochetti ----- J. M. Magliochetti	Chief Executive Officer and Director	April 26, 2002
PRINCIPAL FINANCIAL OFFICER:		
* /s/ R. C. Richter ----- R. C. Richter	Chief Financial Officer	April 26, 2002
PRINCIPAL ACCOUNTING OFFICER:		
* /s/ C. W. Hinde ----- C. W. Hinde	Chief Accounting Officer	April 26, 2002

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Signature -----	Title -----	Date -----
DIRECTORS:		
* /s/ B.F. Bailar ----- B.F. Bailar	Director	April 26, 2002
* /s/ A. C. Baillie ----- A. C. Baillie	Director	April 26, 2002
* /s/ E. M. Carpenter ----- E. M. Carpenter	Director	April 26, 2002

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* /s/ E. Clark ----- E. Clark	Director	April 26, 2002
* /s/ G. H. Hiner ----- G. H. Hiner	Director	April 26, 2002
* /s/ J. P. Kelly ----- J. P. Kelly	Director	April 26, 2002
* /s/ M. R. Marks ----- M. R. Marks	Director	April 26, 2002
* /s/ R. B. Priory ----- R. B. Priory	Director	April 26, 2002
* /s/ F. M. Senderos ----- F. M. Senderos	Director	April 26, 2002
* By: /s/ Michael L. DeBacker ----- Michael L. DeBacker Attorney-in-Fact		

EXHIBIT INDEX

Exhibit No. -----	Description -----
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