

DANA CORP  
Form SC 14D9/A  
October 31, 2003

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE 14D-9  
SOLICITATION/RECOMMENDATION STATEMENT  
PURSUANT TO SECTION 14(d) (4) OF THE  
SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 21)

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DANA CORPORATION  
(Name of Subject Company)

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DANA CORPORATION  
(Name of Person(s) Filing Statement)

Common Stock, Par Value \$1.00 Per Share  
(including the Associated Series A Junior  
Participating Preferred Stock Purchase Rights)  
(Title of Class of Securities)

235811 10 6  
(CUSIP Number of Class of Securities)

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Michael L. DeBacker, Esq.  
Vice President, General Counsel and Secretary  
Dana Corporation  
4500 Dorr Street  
Toledo, Ohio 43615  
(419) 535-4500

(Name, Address and Telephone Number of Person Authorized to Receive Notice and  
Communications on Behalf of the Person(s) Filing Statement)

-----  
With copies to:

Adam O. Emmerich, Esq.  
David C. Karp, Esq.  
Wachtell, Lipton, Rosen & Katz  
51 West 52nd Street  
New York, New York 10019  
(212) 403-1000

Check the box if the filing relates solely to preliminary communications made  
before the commencement of a tender offer.

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The purpose of this amendment is to amend and supplement Item 9 in the Solicitation/Recommendation Statement on Schedule 14D-9 previously filed by Dana Corporation, a Virginia corporation, on July 22, 2003, as thereafter amended, and to add an additional Exhibit and revise the Exhibit Index accordingly.

Item 9. EXHIBITS.

Exhibit No.	Description
(a) (31)	Press release.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DANA CORPORATION

By: /s/ ROBERT C. RICHTER

Robert C. Richter  
Vice President and  
Chief Financial Officer

Dated: October 31, 2003

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INDEX OF EXHIBITS

Exhibit No.	Description
(a) (31)	Press release.

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