

DANA CORP  
Form SC 14D9/A  
July 25, 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. 2)

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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)

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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 originally 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.  
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| Exhibit No. | Description                                  |
|-------------|--|
| -----       | -----  |
| (a) (10)    | Transcript of July 23, 2003 conference call. |

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/ Joseph M. Magliochetti  
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Joseph M. Magliochetti  
Chairman of the Board and  
Chief Executive Officer

Dated: July 25, 2003

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INDEX OF EXHIBITS

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