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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<br>class of securities to<br>be registered | Amount to be<br>registered  | Proposed maximum<br>offering price<br>per share (1) | Proposed maximum<br>aggregate offering<br>price (1) |
|--|---|---|---|
| Common stock (par<br>value \$1<br>per share)             | 750,000 shares and<br>related Preferred<br>Share Purchase<br>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<br>-----                                      | Title<br>-----                          | Date<br>-----  |
|---|---|----------------|
| PRINCIPAL EXECUTIVE OFFICER:                            |   |                |
| * /s/ J. M. Magliochetti<br>-----<br>J. M. Magliochetti | Chief Executive Officer and<br>Director | April 26, 2002 |
| PRINCIPAL FINANCIAL OFFICER:                            |   |                |
| * /s/ R. C. Richter<br>-----<br>R. C. Richter           | Chief Financial Officer                 | April 26, 2002 |
| PRINCIPAL ACCOUNTING OFFICER:                           |   |                |
| * /s/ C. W. Hinde<br>-----<br>C. W. Hinde               | Chief Accounting Officer                | April 26, 2002 |

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

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

EXHIBIT INDEX

| Exhibit No.<br>----- | Description<br>-----                                 |
|----------------------|--|
| 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                                    |