

TABLE OF CONTENTS**TABLE OF CONTENTS DANA CORPORATION -- FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2003****PART I**

- Item 1 -- Business
- Item 2 -- Properties
- Item 3 -- Legal Proceedings
- Item 4 -- Submission of Matters to a Vote of Security Holders

PART II

- Item 5 -- Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities
- Item 6 -- Selected Financial Data
- Item 7 -- Management's Discussion and Analysis of Financial Condition and Results of Operations
- Liquidity and Capital Resources
- Item 7A -- Quantitative and Qualitative Disclosures About Market Risk
- Item 8 -- Financial Statements and Supplementary Data
- Item 9 -- Changes in and Disagreements With Accountants on Accounting and Financial Disclosure
- Item 9A -- Controls and Procedures

PART III

- Item 10 -- Directors and Executive Officers of the Registrant
- Item 11 -- Executive Compensation
- Item 12 -- Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters
- Item 13 -- Certain Relationships and Related Transactions
- Item 14 -- Principal Accountant Fees and Services

PART IV

- Item 15 -- Exhibits, Financial Statement Schedules, and Reports on Form 8-K

SIGNATURES**EXHIBIT INDEX**

- Exhibit 3(B) By-Laws
- Exhibit 10(A)3 Second Amendment to Comp Plan
- Exhibit 10(B)1 First Amd to Stock Incentive Plan
- Exhibit 10-C(3) Third Amd to Excess Benefits Plans
- Exhibit 10-C(4) Fourth Amd to Excess Benefits Plan
- Exhibit 10-E(1) Employment Agmt w/ W.J. Carroll
- Exhibit 10-E(2) Employment Agmt w/ M.J. Burns
- Exhibit 10-F(1) Change of Control Agmt M.J. Burns
- Exhibit 10-F(2) Change of Control Agmt (12/08/03)
- Exhibit 10-H(1) 1st Amd to Supp Benefits Plan
- Exhibit 10-I(1) 1st Amd to 1999 Stock Plan
- Exhibit 10-L Change of Control Severance Plan
- Exhibit 21 Consolidated Subsidiaries
- Exhibit 23 Consent of Auditors
- Exhibit 24 Power of Attorney
- Exhibit 31-A CEO Certification
- Exhibit 31-B CFO Certification
- Exhibit 32 Section 1350 Certifications