

DANA CORP  
Form 8-K  
October 04, 2004





**Item 1.01. Entry into a Material Definitive Agreement.**

On October 1, 2004, Dana Corporation (Dana) entered into a Separation Agreement, General Release and Covenant Not to Sue (the Agreement) with Marvin A. Franklin, III, its President-Dana International and Global Initiatives. Under the terms of the Agreement, Mr. Franklin will cease to be an active employee of the company on November 30, 2004, and will retire after the expiration of a twelve-month separation period. During this period, Mr. Franklin will receive separation pay equal to his current annual base salary and his 2005 target bonus (60% of the base salary) and he will continue to receive benefits under Dana's health benefits plan. In addition, his outstanding Dana equity grants will continue to vest under the terms of the applicable plan documents and grant agreements. If Mr. Franklin has not found suitable work within this separation period, the period will be extended for up to six additional months and he will continue to receive his base salary during the extension. Under the Agreement, Mr. Franklin has agreed to certain confidentiality, non-disclosure, non-competition and non-solicitation obligations and to be available for consultation with Dana's management for the remainder of 2004.

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dana Corporation

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(Registrant)

Date: October 4, 2004

By: /s/ Michael L. DeBacker

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Name: Michael L. DeBacker  
Title: Vice President, General Counsel  
and Secretary