Edgar Filing: CENTERBRIDGE CAPITAL PARTNERS STRATEGIC L P - Form 4

CENTERBRIDGE CAPITAL PARTNERS STRATEGIC L P

Form 4

February 08, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

Expires:

3235-0287

OMB APPROVAL

January 31, 2005

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CENTERBRIDGE CAPITAL PARTNERS STRATEGIC L P			2. Issuer Name and Ticker or Trading Symbol DANA HOLDING CORP [DAN]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 375 PARK AVENUE, 12TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 02/06/2008					_X_ Director 10% Owner Officer (give title below) Other (specify below)			
NEW YORK	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table	: I - Non-De	erivative S	ecuri	ties Aco	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution	emed on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. SecuritonAcquired Disposed (Instr. 3,	(A) o of (D))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$0.01 per share	02/06/2008			S	0 (1)	D	(<u>1</u>)	0 (2)	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. F Der Sec (Ins
				Code V	' (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series A Convertible Preferred Stock	<u>(2)</u>	02/06/2008		S		107	07/31/2008	(3)	Common Stock	(1)	\$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CENTERBRIDGE CAPITAL PARTNERS STRATEGIC L P 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152

X

Signatures

CENTERBRIDGE CAPITAL PARTNERS STRATEGIC, L.P., /s/ Jeffrey A. Gelfand, Chief Financial Officer

02/08/2008

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) See Exhibit 99.1.
- (2) See Exhibit 99.1.
- (3) See Exhibit 99.1.

Remarks:

Exhibit List

Exhibit 99.1 - Explanation of Responses

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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