

DANA CORP  
Form 8-K  
December 10, 2002

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Sec. 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 9, 2002

**Dana Corporation**

(Exact name of registrant as specified in its charter)

**Virginia**

**1-063**

**34-4361040**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer  
Identification Number)

**4500 Dorr Street, Toledo, Ohio**

**43615**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (419) 535-4500

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**Item 5. Other Events and Regulation FD Disclosure.**

Dana Corporation has a 364-day revolving credit facility which was entered into on December 19, 2001, with Citibank, N.A., as administrative agent, on behalf of itself and 14 other banks. Currently, this facility has a maximum borrowing capacity of \$100 million. This facility is further described in the "Liquidity and Capital Resources" section of "Management's Discussion and Analysis of Financial Conditions and Results of Operations" in Dana's 2001 Annual Report to Shareholders and in Dana's reports on Form 10-Q for the quarters ended March 31, June 30 and September 30, 2002.

On December 9, 2002, Dana and the participating banks agreed to extend the maturity date of this 364-day facility from December 18, 2002, to February 17, 2003, so that the timing of the renewal discussions fits better with Dana's annual financial planning cycle.

As of December 9, 2002, no amount was outstanding under this facility.

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**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 thereunto duly authorized.

Dana Corporation

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(Registrant)

Date: December 10, 2002

By: /s/ Michael L. DeBacker

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Michael L. DeBacker  
Vice President, General Counsel and  
Secretary

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gn="bottom"> 2,426,379

Huntington Ingalls Industries, Inc.<sup>(1)</sup>

3,600 87,588

Northrop Grumman Corp.

21,600 1,126,656

Rockwell Collins, Inc.

16,000 844,160

Textron, Inc.

11,648 205,471

United Technologies Corp.

44,353 3,120,677 **\$ 9,409,726**

**Air Freight & Logistics 1.3%**

CH Robinson Worldwide, Inc.

15,365 \$ 1,052,042

Expeditors International of Washington, Inc.

21,522 872,717

United Parcel Service, Inc., Class B

36,126 2,281,357 **\$ 4,206,116**

**Airlines 0.1%**

Southwest Airlines Co.

36,616 \$ 294,393 **\$ 294,393**

**Auto Components 0.6%**

Dana Holding Corp.<sup>(1)</sup>

31,658 \$ 332,409

Goodyear Tire & Rubber Co. (The)<sup>(1)</sup>

13,476 135,973

Johnson Controls, Inc.

37,662	993,147	
Lear Corp.		
8,572	367,739	<b>\$ 1,829,268</b>
<b>Automobiles</b>	<b>0.2%</b>	
Ford Motor Co. <sup>(1)</sup>		
83,365	\$ 806,140	<b>\$ 806,140</b>
<b>Beverages</b>	<b>2.9%</b>	
Coca-Cola Co. (The)		
86,673	\$ 5,855,628	
PepsiCo, Inc.		
55,700	3,447,830	<b>\$ 9,303,458</b>
<b>Biotechnology</b>	<b>1.4%</b>	
Amgen, Inc.		
32,247	\$ 1,771,973	
Celgene Corp. <sup>(1)</sup>		
32,350	2,003,112	
Gilead Sciences, Inc. <sup>(1)</sup>		
21,919	850,457	<b>\$ 4,625,542</b>
<b>Capital Markets</b>	<b>1.4%</b>	
Greenhill & Co., Inc.		
14,014	\$ 400,660	
Invesco, Ltd.		
38,480	596,825	
Legg Mason, Inc.		
18,049	464,040	
Morgan Stanley		
71,870	970,245	
State Street Corp.		
27,413	881,602	
T. Rowe Price Group, Inc.		
28,399	1,356,620	<b>\$ 4,669,992</b>
<b>Chemicals</b>	<b>1.3%</b>	
Dow Chemical Co. (The)		
40,267	\$ 904,397	
E.I. Du Pont de Nemours & Co.		
51,275	2,049,462	

	<b>Shares</b>	<b>Value</b>
<b>Security</b>		
Eastman Chemical Co.	1,804	\$ 123,628
Sherwin-Williams Co. (The)	13,337	991,206
		<b>\$ 4,068,693</b>
 <b>Commercial Banks 3.1%</b>		
Banco Bilbao Vizcaya Argentaria SA ADR	36,793	\$ 299,127
Bank of Montreal	4,957	276,848
Fifth Third Bancorp	91,535	924,504
First Horizon National Corp.	16,952	101,034
KeyCorp	25,580	151,689
M&T Bank Corp.	12,600	880,740
PNC Financial Services Group, Inc.	14,634	705,213
Royal Bank of Scotland Group PLC ADR <sup>(1)</sup>	8,242	58,765
U.S. Bancorp	53,344	1,255,718
Wells Fargo & Co.	219,413	5,292,242
		<b>\$ 9,945,880</b>
 <b>Commercial Services &amp; Supplies 0.6%</b>		
Avery Dennison Corp.	15,307	\$ 383,900
RR Donnelley & Sons Co.	10,000	141,200
Waste Management, Inc.	39,000	1,269,840
		<b>\$ 1,794,940</b>
 <b>Communications Equipment 2.6%</b>		
Aviat Networks, Inc. <sup>(1)</sup>	6,710	\$ 15,768
Brocade Communications Systems, Inc. <sup>(1)</sup>	42,403	183,181
Cisco Systems, Inc.	222,878	3,452,380
Harris Corp.	23,222	793,496
QUALCOMM, Inc.	82,146	3,994,760
		<b>\$ 8,439,585</b>
 <b>Computers &amp; Peripherals 4.5%</b>		
Apple, Inc. <sup>(1)</sup>	30,468	\$ 11,613,793
Hewlett-Packard Co.	103,916	2,332,914
QLogic Corp. <sup>(1)</sup>	20,459	259,420
SanDisk Corp. <sup>(1)</sup>	8,289	334,461
		<b>\$ 14,540,588</b>
 <b>Consumer Finance 1.0%</b>		
American Express Co.	49,193	\$ 2,208,765
Discover Financial Services	40,754	934,897

			<b>\$ 3,143,662</b>
<b>Containers &amp; Packaging</b>	<b>0.2%</b>		
Sealed Air Corp.		49,091	\$ 819,820
			<b>\$ 819,820</b>
<b>Distributors</b>	<b>0.5%</b>		
Genuine Parts Co.		34,078	\$ 1,731,162
			<b>\$ 1,731,162</b>
<b>Diversified Financial Services</b>	<b>2.8%</b>		
Bank of America Corp.		274,847	\$ 1,682,064
Citigroup, Inc.		31,921	817,816
CME Group, Inc.		3,193	786,755
JPMorgan Chase & Co.		158,700	4,780,044
Moody's Corp.		29,272	891,332
			<b>\$ 8,958,011</b>
<b>Diversified Telecommunication Services</b>	<b>3.7%</b>		
AT&T, Inc.		190,600	\$ 5,435,912
Frontier Communications Corp.		167,840	1,025,502



	<b>Shares</b>	<b>Value</b>
<b>Security</b>		
Verizon Communications, Inc.	134,938	\$ 4,965,719
Windstream Corp.	46,200	538,692
		<b>\$ 11,965,825</b>
<b>Electric Utilities 1.0%</b>		
Duke Energy Corp.	88,867	\$ 1,776,451
Edison International	20,090	768,442
FirstEnergy Corp.	10,281	461,720
Pinnacle West Capital Corp.	7,168	307,794
		<b>\$ 3,314,407</b>
<b>Electrical Equipment 0.7%</b>		
Emerson Electric Co.	53,488	\$ 2,209,589
		<b>\$ 2,209,589</b>
<b>Electronic Equipment, Instruments &amp; Components 0.4%</b>		
Corning, Inc.	90,675	\$ 1,120,743
Molex, Inc.	13,181	268,497
		<b>\$ 1,389,240</b>
<b>Energy Equipment &amp; Services 2.0%</b>		
Baker Hughes, Inc.	12,214	\$ 563,798
Diamond Offshore Drilling, Inc.	13,574	743,041
Halliburton Co.	62,164	1,897,245
Schlumberger, Ltd.	56,392	3,368,294
		<b>\$ 6,572,378</b>
<b>Food &amp; Staples Retailing 2.5%</b>		
CVS Caremark Corp.	86,869	\$ 2,917,061
Wal-Mart Stores, Inc.	81,955	4,253,464
Walgreen Co.	27,903	917,730
		<b>\$ 8,088,255</b>
<b>Food Products 2.2%</b>		
ConAgra Foods, Inc.	36,224	\$ 877,345
General Mills, Inc.	19,286	741,932
Green Mountain Coffee Roasters, Inc. <sup>(1)</sup>	15,366	1,428,116
Kellogg Co.	31,044	1,651,230
Kraft Foods, Inc., Class A	54,344	1,824,872
Tyson Foods, Inc., Class A	28,696	498,163

		<b>\$ 7,021,658</b>
<b>Gas Utilities 0.2%</b>		
Nicor, Inc.	11,699	\$ 643,562
		<b>\$ 643,562</b>
<b>Health Care Equipment &amp; Supplies 1.8%</b>		
Baxter International, Inc.	42,233	\$ 2,370,961
Boston Scientific Corp. <sup>(1)</sup>	94,420	558,022
Covidien PLC	24,361	1,074,320
Medtronic, Inc.	41,406	1,376,335
Stryker Corp.	4,220	198,889
Zimmer Holdings, Inc. <sup>(1)</sup>	5,294	283,229
		<b>\$ 5,861,756</b>
<b>Health Care Providers &amp; Services 1.9%</b>		
Catalyst Health Solutions, Inc. <sup>(1)</sup>	5,847	\$ 337,313
HCA Holdings, Inc. <sup>(1)</sup>	12,216	246,274
Humana, Inc.	5,455	396,742
Medco Health Solutions, Inc. <sup>(1)</sup>	26,655	1,249,853
MEDNAX, Inc. <sup>(1)</sup>	4,666	292,278
Quest Diagnostics, Inc.	21,510	1,061,734
Team Health Holdings, Inc. <sup>(1)</sup>	8,564	140,621

	<b>Shares</b>	<b>Value</b>
<b>Security</b>		
UnitedHealth Group, Inc.	49,739	\$ 2,293,963
VCA Antech, Inc. <sup>(1)</sup>	18,558	296,557
		<b>\$ 6,315,335</b>
<b>Hotels, Restaurants &amp; Leisure 1.4%</b>		
McDonald's Corp.	43,448	\$ 3,815,603
Wyndham Worldwide Corp.	26,139	745,223
		<b>\$ 4,560,826</b>
<b>Household Durables 0.5%</b>		
Leggett & Platt, Inc.	11,383	\$ 225,270
Lennar Corp., Class A	21,018	284,584
Newell Rubbermaid, Inc.	76,798	911,592
Pulte Group, Inc. <sup>(1)</sup>	13,636	53,862
		<b>\$ 1,475,308</b>
<b>Household Products 2.0%</b>		
Clorox Co. (The)	14,825	\$ 983,342
Kimberly-Clark Corp.	19,850	1,409,549
Procter & Gamble Co.	65,845	4,160,087
		<b>\$ 6,552,978</b>
<b>Industrial Conglomerates 1.4%</b>		
3M Co.	17,125	\$ 1,229,404
General Electric Co.	225,767	3,440,689
		<b>\$ 4,670,093</b>
<b>Insurance 4.0%</b>		
ACE, Ltd.	14,012	\$ 849,127
Allstate Corp. (The)	8,347	197,740
AON Corp.	15,101	633,940
Berkshire Hathaway, Inc., Class B <sup>(1)</sup>	34,964	2,483,843
Cincinnati Financial Corp.	23,600	621,388
Genworth Financial, Inc., Class A <sup>(1)</sup>	4,317	24,780
Hartford Financial Services Group, Inc.	12,039	194,309
Marsh & McLennan Cos., Inc.	50,188	1,331,989
MetLife, Inc.	51,866	1,452,767
Principal Financial Group, Inc.	44,928	1,018,518
Prudential Financial, Inc.	28,337	1,327,872
Travelers Companies, Inc. (The)	43,007	2,095,731
XL Group PLC	38,726	728,049

		<b>\$ 12,960,053</b>
<b>Internet &amp; Catalog Retail</b>	<b>0.7%</b>	
Amazon.com, Inc. <sup>(1)</sup>	5,804	\$ 1,254,999
priceline.com, Inc. <sup>(1)</sup>	2,341	1,052,186
		<b>\$ 2,307,185</b>
<b>Internet Software &amp; Services</b>	<b>2.2%</b>	
AOL, Inc. <sup>(1)</sup>	2,315	\$ 27,780
Google, Inc., Class A <sup>(1)</sup>	10,119	5,205,011
VeriSign, Inc.	43,013	1,230,602
Yahoo! Inc. <sup>(1)</sup>	47,544	625,679
		<b>\$ 7,089,072</b>
<b>IT Services</b>	<b>3.0%</b>	
Computer Sciences Corp.	26,107	\$ 700,973
Fidelity National Information Services, Inc.	26,132	635,530
International Business Machines Corp.	33,173	5,806,270
MasterCard, Inc., Class A	7,359	2,333,981
SAIC, Inc. <sup>(1)</sup>	8,928	105,440
		<b>\$ 9,582,194</b>

	<b>Shares</b>	<b>Value</b>
<b>Security</b>		
<b>Leisure Equipment &amp; Products 0.5%</b>		
Mattel, Inc.	59,998	\$ 1,553,348
		<b>\$ 1,553,348</b>
<b>Life Sciences Tools &amp; Services 0.2%</b>		
Agilent Technologies, Inc. <sup>(1)</sup>	17,303	\$ 540,719
Thermo Fisher Scientific, Inc. <sup>(1)</sup>	3,866	195,774
		<b>\$ 736,493</b>
<b>Machinery 1.1%</b>		
Caterpillar, Inc.	31,778	\$ 2,346,488
Eaton Corp.	9,192	326,316
Snap-On, Inc.	6,380	283,272
Stanley Black & Decker, Inc.	10,773	528,954
		<b>\$ 3,485,030</b>
<b>Marine 0.0%</b>		
Kirby Corp. <sup>(1)</sup>	1,985	\$ 104,490
		<b>\$ 104,490</b>
<b>Media 3.8%</b>		
CBS Corp., Class B	64,211	\$ 1,308,620
Comcast Corp., Class A	121,712	2,543,781
McGraw-Hill Cos., Inc. (The)	51,266	2,101,906
Omnicom Group, Inc.	40,818	1,503,735
Scripps Networks Interactive, Class A	8,535	317,246
Time Warner, Inc.	25,474	763,456
Time Warner Cable, Inc.	9,267	580,763
Walt Disney Co. (The)	102,056	3,078,009
		<b>\$ 12,197,516</b>
<b>Metals &amp; Mining 1.1%</b>		
Allegheny Technologies, Inc.	16,248	\$ 601,014
Cliffs Natural Resources, Inc.	4,838	247,560
Freeport-McMoRan Copper & Gold, Inc.	56,000	1,705,200
Newmont Mining Corp.	9,148	575,409
Nucor Corp.	18,291	578,727
		<b>\$ 3,707,910</b>
<b>Multi-Utilities 2.9%</b>		
Centerpoint Energy, Inc.	17,504	\$ 343,428

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CMS Energy Corp.	91,625	1,813,259
Dominion Resources, Inc.	17,163	871,366
DTE Energy Co.	10,342	506,965
Integrys Energy Group, Inc.	10,554	513,135
NiSource, Inc.	49,999	1,068,979
Public Service Enterprise Group, Inc.	69,335	2,313,709
TECO Energy, Inc.	92,229	1,579,883
Xcel Energy, Inc.	12,009	296,502

**\$ 9,307,226**

**Multiline Retail 1.2%**

Kohl's Corp.	26,447	\$ 1,298,548
Macy's, Inc.	72,452	1,906,936
Nordstrom, Inc.	12,248	559,489

**\$ 3,764,973**

**Oil, Gas & Consumable Fuels 9.9%**

Alpha Natural Resources, Inc. <sup>(1)</sup>	12,635	\$ 223,513
Chevron Corp.	65,682	6,076,899
ConocoPhillips	66,837	4,232,119
El Paso Corp.	53,383	933,135
EOG Resources, Inc.	20,592	1,462,238
Exxon Mobil Corp.	168,492	12,237,574

	<b>Shares</b>	<b>Value</b>
<b>Security</b>		
Occidental Petroleum Corp.	41,073	\$ 2,936,720
Peabody Energy Corp.	15,263	517,110
Range Resources Corp.	22,418	1,310,556
Tesoro Corp. <sup>(1)</sup>	25,722	500,807
Williams Cos., Inc.	72,366	1,761,388
		<b>\$ 32,192,059</b>
<b>Paper &amp; Forest Products 0.2%</b>		
MeadWestvaco Corp.	21,446	\$ 526,714
		<b>\$ 526,714</b>
<b>Personal Products 0.0%</b>		
Estee Lauder Cos., Inc. (The), Class A	1,663	\$ 146,078
		<b>\$ 146,078</b>
<b>Pharmaceuticals 7.1%</b>		
Abbott Laboratories	81,588	\$ 4,172,410
Bristol-Myers Squibb Co.	83,905	2,632,939
Johnson & Johnson	110,764	7,056,774
Merck & Co., Inc.	149,461	4,888,869
Pfizer, Inc.	222,842	3,939,847
Warner Chilcott PLC, Class A <sup>(1)</sup>	23,015	329,115
		<b>\$ 23,019,954</b>
<b>Professional Services 0.3%</b>		
Dun & Bradstreet Corp.	1,472	\$ 90,175
Manpower, Inc.	4,353	146,348
Robert Half International, Inc.	28,288	600,271
		<b>\$ 836,794</b>
<b>Real Estate Investment Trusts (REITs) 1.6%</b>		
Apartment Investment & Management Co., Class A	12,428	\$ 274,907
AvalonBay Communities, Inc.	11,002	1,254,778
Equity Residential	14,774	766,327
Host Hotels & Resorts, Inc.	65,976	721,778
Kimco Realty Corp.	78,276	1,176,488
Plum Creek Timber Co., Inc.	12,612	437,763
ProLogis, Inc.	23,932	580,351
		<b>\$ 5,212,392</b>
<b>Real Estate Management &amp; Development 0.1%</b>		

CB Richard Ellis Group, Inc., Class A <sup>(1)</sup>	19,604	\$	263,870
		\$	<b>263,870</b>
<b>Road &amp; Rail 0.8%</b>			
J.B. Hunt Transport Services, Inc.	3,521	\$	127,179
Kansas City Southern <sup>(1)</sup>	13,949		696,892
Norfolk Southern Corp.	28,268		1,724,913
		\$	<b>2,548,984</b>
<b>Semiconductors &amp; Semiconductor Equipment 2.3%</b>			
Analog Devices, Inc.	24,272	\$	758,500
Applied Materials, Inc.	15,313		158,490
Broadcom Corp., Class A <sup>(1)</sup>	42,173		1,403,939
Cirrus Logic, Inc. <sup>(1)</sup>	8,422		124,140
Cypress Semiconductor Corp. <sup>(1)</sup>	32,222		482,363
Intel Corp.	154,529		3,296,104
Microchip Technology, Inc.	15,385		478,627
Micron Technology, Inc. <sup>(1)</sup>	56,773		286,136
Teradyne, Inc. <sup>(1)</sup>	32,470		357,495
		\$	<b>7,345,794</b>



	<b>Shares</b>	<b>Value</b>
<b>Security Software 3.9%</b>		
Concur Technologies, Inc. <sup>(1)</sup>	33,500	\$ 1,246,870
Microsoft Corp.	287,979	7,167,797
Oracle Corp.	103,117	2,963,583
Quest Software, Inc. <sup>(1)</sup>	11,338	180,047
Symantec Corp. <sup>(1)</sup>	56,043	913,501
		<b>\$ 12,471,798</b>
<b>Specialty Retail 1.9%</b>		
Abercrombie & Fitch Co., Class A	5,734	\$ 352,985
Advance Auto Parts, Inc.	4,927	286,259
Home Depot, Inc.	65,676	2,158,770
Limited Brands, Inc.	35,932	1,383,741
RadioShack Corp.	19,049	221,349
Staples, Inc.	67,464	897,271
Tiffany & Co.	14,641	890,466
		<b>\$ 6,190,841</b>
<b>Textiles, Apparel &amp; Luxury Goods 0.3%</b>		
Coach, Inc.	4,244	\$ 219,966
Hanesbrands, Inc. <sup>(1)</sup>	6,900	172,569
NIKE, Inc., Class B	7,588	648,850
		<b>\$ 1,041,385</b>
<b>Thrifts &amp; Mortgage Finance 0.3%</b>		
BankUnited, Inc.	24,813	\$ 515,118
Hudson City Bancorp, Inc.	67,464	381,846
		<b>\$ 896,964</b>
<b>Tobacco 2.2%</b>		
Altria Group, Inc.	50,128	\$ 1,343,932
Philip Morris International, Inc.	73,821	4,604,954
Reynolds American, Inc.	27,499	1,030,662
		<b>\$ 6,979,548</b>
<b>Trading Companies &amp; Distributors 0.1%</b>		
Fastenal Co.	10,080	\$ 335,462
		<b>\$ 335,462</b>
		<b>\$ 326,032,313</b>

**Total Common Stocks**  
**(identified cost \$281,247,264)**

**Call Options Written (1.2)%**

<b>Description</b>	<b>Number of Contracts</b>	<b>Strike Price</b>	<b>Expiration Date</b>	<b>Value</b>
S&P 500 Index	1,275	\$ 1,175	10/22/11	\$ (2,792,250)
S&P 500 Index	1,410	1,225	10/22/11	(944,700)
<b>Total Call Options Written</b> <b>(premiums received \$8,951,797)</b>				<b>\$ (3,736,950)</b>
<b>Other Assets, Less Liabilities 0.4%</b>				<b>\$ 1,081,494</b>
<b>Net Assets 100.0%</b>				<b>\$ 323,376,857</b>

The percentage shown for each investment category in the Portfolio of Investments is based on net assets.

ADR - American Depositary Receipt

(1) Non-income producing security.

(2) Amount is less than 0.05%.

The cost and unrealized appreciation (depreciation) of investments of the Fund at September 30, 2011, as determined on a federal income tax basis, were as follows:

<b>Aggregate cost</b>	<b>\$ 281,233,645</b>
Gross unrealized appreciation	\$ 56,666,933
Gross unrealized depreciation	(11,868,265)
<b>Net unrealized appreciation</b>	<b>\$ 44,798,668</b>

Written call options activity for the fiscal year to date ended September 30, 2011 was as follows:

	<b>Number of Contracts</b>	<b>Premiums Received</b>
Outstanding, beginning of period	2,960	\$ 5,118,535
Options written	24,180	43,640,557
Options terminated in closing purchase transactions	(20,885)	(33,203,529)
Options expired	(3,570)	(6,603,766)
<b>Outstanding, end of period</b>	<b>2,685</b>	<b>\$ 8,951,797</b>

All of the assets of the Fund are subject to segregation to satisfy the requirements of the escrow agent. At September 30, 2011, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

The Fund is subject to equity price risk in the normal course of pursuing its investment objectives. The Fund writes index call options above the current value of the index to generate premium income. In writing index call options, the Fund in effect, sells potential appreciation in the value of the applicable index above the exercise price in exchange for the option premium received. The Fund retains the risk of loss, minus the premium received, should the price of the underlying index decline.

At September 30, 2011, the aggregate fair value of derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) in a liability position and whose primary underlying risk exposure is equity price risk was \$3,736,950.

Under generally accepted accounting principles for fair value measurements, a three-tier hierarchy to prioritize the assumptions, referred to as inputs, is used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

Level 1 quoted prices in active markets for identical investments

Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including a fund's own assumptions in determining the fair value of investments)

In cases where the inputs used to measure fair value fall in different levels of the fair value hierarchy, the level disclosed is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

At September 30, 2011, the hierarchy of inputs used in valuing the Fund's investments and open derivative instruments, which are carried at value, were as follows:

<b>Asset Description</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Common Stocks	\$ 326,032,313	\$	\$	\$ 326,032,313
<b>Total Investments</b>	<b>\$ 326,032,313</b>	<b>\$</b>	<b>\$</b>	<b>\$ 326,032,313</b>
<b>Liability Description</b>				
Call Options Written	\$ (3,736,950)	\$	\$	\$ (3,736,950)
<b>Total</b>	<b>\$ (3,736,950)</b>	<b>\$</b>	<b>\$</b>	<b>\$ (3,736,950)</b>

The level classification by major category of investments is the same as the category presentation in the Portfolio of Investments.

The Fund held no investments or other financial instruments as of December 31, 2010 whose fair value was determined using Level 3 inputs. At September 30, 2011, the value of investments transferred between Level 1 and Level 2, if any, during the fiscal year to date then ended was not significant.

For information on the Fund's policy regarding the valuation of investments and other significant accounting policies, please refer to the Fund's most recent financial statements included in its semiannual or annual report to shareholders.

**Item 2. Controls and Procedures**

(a) It is the conclusion of the registrant's principal executive officer and principal financial officer that the effectiveness of the registrant's current disclosure controls and procedures (such disclosure controls and procedures having been evaluated within 90 days of the date of this filing) provide reasonable assurance that the information required to be disclosed by the registrant on this Form N-Q has been recorded, processed, summarized and reported within the time period specified in the Commission's rules and forms and that the information required to be disclosed by the registrant on this Form N-Q has been accumulated and communicated to the registrant's principal executive officer and principal financial officer in order to allow timely decisions regarding required disclosure.

(b) There have been no changes in the registrant's internal controls over financial reporting during the fiscal quarter for which the report is being filed that have materially affected, or are reasonably likely to materially affect the registrant's internal control over financial reporting.

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**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Eaton Vance Tax-Managed Buy-Write Income Fund

By: /s/ Walter A. Row, III  
Walter A. Row, III  
President

Date: November 23, 2011

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Walter A. Row, III  
Walter A. Row, III  
President

Date: November 23, 2011

By: /s/ Barbara E. Campbell  
Barbara E. Campbell  
Treasurer

Date: November 23, 2011