

TRIMAS CORP
Form 4
January 21, 2010

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HEARTLAND INDUSTRIAL ASSOCIATES LLC

(Last) (First) (Middle)

177 BROAD STREET, 10TH FLOOR

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TRIMAS CORP [TRS]

3. Date of Earliest Transaction (Month/Day/Year)
01/20/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|----------------|---|------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 01/20/2010 | | J ⁽¹⁾ | | 2,200,000 | D | (2) | 9,742,230 (3) | I | See Footnotes (3) (12) |
| Common Stock | 01/20/2010 | | J ⁽¹⁾ | | 2,200,000 | A | (2) | 14,186,057 (4) | I | See Footnotes (4) (12) |
| Common Stock | 01/20/2010 | | J ⁽¹⁾ | | 2,200,000 | D | (2) | 14,186,057 (5) | I | See Footnotes (5) (12) |
| Common Stock | 01/20/2010 | | J ⁽¹⁾ | | 2,200,000 | A | (2) | 2,200,000 (6) | I | See Footnotes |

| | | | | | | | | | |
|--------------|--|--|--|--|--|------------------------|---|--|-------------------------|
| | | | | | | | | | (6) (12) |
| Common Stock | | | | | | 2,243,827 <u>(7)</u> | I | | See Footnotes (7) (12) |
| Common Stock | | | | | | 842,675 <u>(8)</u> | I | | See Footnotes (8) (12) |
| Common Stock | | | | | | 176,312 <u>(9)</u> | I | | See Footnotes (9) (12) |
| Common Stock | | | | | | 32,952 <u>(10)</u> | I | | See Footnotes (10) (12) |
| Common Stock | | | | | | 15,237,996 <u>(11)</u> | I | | See Footnotes (11) (12) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

HEARTLAND INDUSTRIAL ASSOCIATES LLC
177 BROAD STREET
10TH FLOOR
STAMFORD, CT 06901

HIP INVESTMENT HOLDINGS I, LLC
177 BROAD STREET
10TH FLOOR
STAMFORD, CT 06901

See Footnote 1

Signatures

/s/ Daniel P. Tredwell, Managing
Member 01/21/2010

 **Signature of Reporting Person Date

/s/ Daniel P. Tredwell 01/21/2010

 **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) On January 20, 2010, TriMas Investment Fund I, L.L.C. ("TIF I") distributed 2,200,000 shares of Common Stock to Heartland Industrial Partners, L.P. ("Heartland Partners"), its Managing Member. Heartland Partners then contributed such shares to its wholly-owned subsidiary, HIP Investment Holdings I, LLC ("Holdings"). Heartland Industrial Associates, L.L.C. ("Heartland"), is the General Partner of Heartland Partners and may be deemed to be an indirect beneficial owner of these securities and disclaims beneficial ownership (as defined in Rule 16a-1(a)(2)) of these securities except to the extent of its pecuniary interest therein.
- (2) See footnote 1 above. The price per share of Common Stock as of the close of business on January 20, 2010 was \$6.97 per share.
- (3) These securities are owned directly by TIF I, Heartland Partners, the Managing Member of TIF I, and Heartland, the General Partner of Heartland Partners, may each be deemed to be an indirect beneficial owner of these securities and each disclaims beneficial ownership (as defined in Rule 16a-1 (a)(2)) of these securities except to the extent of its pecuniary interest therein.
- (4) 2,200,000 of these securities are owned directly by Heartland Partners. 9,742,230 of these securities are owned directly by TIF I and 2,243,827 of these securities are owned directly by Metaldyne Investment Fund I, L.L.C. ("MIF I"). Heartland Partners, as the Managing Member of TIF I and MIF I, and Heartland, the General Partner of Heartland Partners, may each be deemed to be an indirect beneficial owner of the securities held by TIF I and MIF I and each disclaims beneficial ownership (as defined in Rule 16a-1(a)(2)) of such securities except to the extent of its pecuniary interest therein.
- (5) 2,200,000 of these securities are owned directly by Holdings. 9,742,230 of these securities are owned directly by TIF I and 2,243,827 of these securities are owned directly by MIF I. Heartland Partners, as the Managing Member of TIF I and MIF I and the sole member of Holdings, and Heartland as the General Partner of Heartland Partners, may each be deemed to be an indirect beneficial owner of the securities held by Holdings, TIF I, and MIF I and each disclaims beneficial ownership (as defined in Rule 16a-1(a)(2)) of such securities except to the extent of its pecuniary interest therein.
- (6) These securities are owned directly by Holdings, Heartland Partners, as the sole member of Holdings, and Heartland, as the General Partner of Heartland Partners, may each be deemed to be an indirect beneficial owner of these securities and each disclaims beneficial ownership (as defined in Rule 16a-1(a)(2)) of these securities except to the extent of its pecuniary interest therein.
- (7) These securities are owned directly by MIF I, Heartland Partners, as the Managing Member of MIF I, and Heartland, as the General Partner of Heartland Partners, may each be deemed to be an indirect beneficial owner of these securities and each disclaims beneficial ownership (as defined in Rule 16a-1(a)(2)) of these securities except to the extent of its pecuniary interest therein.
- (8) These securities are owned directly by HIP Side-by-Side Partners, L.P. ("HIP Side-by-Side"). Heartland, as the General Partner of HIP Side-by-Side, may be deemed to be an indirect beneficial owner of these securities and disclaims beneficial ownership (as defined in Rule 16a-1(a)(2)) of these securities except to the extent of its pecuniary interest therein.
- (9) These securities are owned directly by TriMas Investment Fund II, L.L.C. ("TIF II"). Heartland, as the Managing Member of TIF II, may be deemed to be an indirect beneficial owner of these securities and disclaims beneficial ownership (as defined in Rule 16a-1(a)(2)) of these securities except to the extent of its pecuniary interest therein.

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- (10) These securities are owned directly by Metaldyne Investment Fund II, L.L.C. ("MIF II"). Heartland, as the Managing Member of MIF II, may be deemed to be an indirect beneficial owner of these securities and disclaims beneficial ownership (as defined in Rule 16a-1(a)(2)) of these securities except to the extent of its pecuniary interest therein.
- (11) 2,200,000 of these securities are owned directly by Holdings. 9,742,230 of these securities are owned directly by TIF I and 2,243,827 of these securities are owned directly by MIF I, 842,675 of these securities are owned directly by HIP Side-by-Side, 176,312 of these securities are owned directly by TIF II, and 32,952 of these securities are owned directly by MIF II. Heartland, as the Managing Member of TIF II and MIF II and the General Partner of HIP Side-by-Side and Heartland Partners, which is the Managing Member of TIF I and MIF I and the sole member of Holdings, may be deemed to be an indirect beneficial owner of the securities held by Holdings, TIF I, MIF I, HIP Side-by-Side, TIF II, and MIF II and disclaims beneficial ownership (as defined in Rule 16a-1(a)(2)) of the securities reported herein except to the extent of its pecuniary interest therein.
- (12) Heartland, Heartland Partners, Holdings, TIF I, MIF I, HIP Side-by-Side, TIF II and MIF II may be deemed to be members of a group for purposes of Section 13(d) of the Securities Exchange Act of 1934.

Remarks:

Signature by Daniel P. Tredwell, as Managing Member of Heartland Industrial Associates, L.L.C., which is the Managing Member

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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