

TRIMAS CORP
Form SC 13G/A
March 04, 2011

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

**AMENDMENT NO. 2
TO
SCHEDULE 13G**

(Rule 13d-102)

**Information to be Included in Statements Filed Pursuant to
Rule 13d-1(b), (c) and (d) and Amendments Thereto
Filed Pursuant to Rule 13d-2**

TRIMAS CORPORATION

(Name of Issuer)

Common Stock

(Title of Class of Securities)

896215

(CUSIP Number)

February 28, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act.

CUSIP No. 896215

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NAME OF REPORTING PERSONS/

1

Masco Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

Not Applicable

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF

1,516,007

SHARES

SHARED VOTING POWER

6

BENEFICIALLY

OWNED BY

0

EACH

SOLE DISPOSITIVE POWER

7

REPORTING

PERSON

1,516,007

WITH:

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,516,007

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.5%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 896215

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NAME OF REPORTING PERSONS/

1

Masco Capital Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

Not Applicable

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF

1,516,007

SHARES

SHARED VOTING POWER

6

BENEFICIALLY

OWNED BY

0

EACH

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WITH:

SHARED DISPOSITIVE POWER

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0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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1,516,007

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.5%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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Item 1(a). Name of Issuer:

TriMas Corporation

Item 1(b). Address of Issuer's Principal Executive Offices:

39400 Woodward Avenue, Suite 130, Bloomfield Hills, Michigan 48304

Item 2(a). Names of Person Filing:

Masco Corporation and its wholly-owned subsidiary

Masco Capital Corporation

Item 2(b). Addresses of Principal Business Office:

Both: 21001 Van Born Road

Taylor, MI 48180

Item 2(c). Citizenship:

Both: Delaware

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

896215

Item 3. If this Statement is filed pursuant to §240.13d-1(b), or §240.13d-2(b) or (c):

Not Applicable

Item 4. Ownership:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Masco Corporation:

(a) Amount Beneficially Owned: 1,516,007

(b) Percent of Class: 4.5%

(c) Number of shares as to which Masco Corporation has:

(i) sole power to vote or to direct the vote: 1,516,007

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 1,516,007

(iv) shared power to dispose or to direct the disposition of: 0

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Included in the foregoing are the following for Masco Capital Corporation:

(a) Amount Beneficially Owned: 1,516,007

(b) Percent of Class: 4.5%

(c) Number of shares as to which Masco Capital Corporation has:

(i) sole power to vote or to direct the vote: 1,516,007

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 1,516,007

(iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following p.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not Applicable.

Item 8. Identification and Classification of Members of the Group:

Not Applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 4, 2011

MASCO CORPORATION

By: /s/ Gregory D. Wittrock
Gregory D. Wittrock
Vice President and Secretary

MASCO CAPITAL CORPORATION

By: /s/ Gregory D. Wittrock
Gregory D. Wittrock
Vice President and Secretary