

TRIMAS CORP
Form 4
May 28, 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)
05/26/2010

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	05/26/2010		S		26,000	D	\$ 10.001	2,009,076 ⁽¹⁾ I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	05/27/2010		S		124,400	D	\$ 10.009	1,884,676 ⁽¹⁾ I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	05/28/2010		S		17,700	D	\$ 10	1,866,976 ⁽¹⁾ I	See Footnotes <u>(1)</u> <u>(2)</u>

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

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These securities are owned directly by HIP Investment Holdings I, LLC ("Holdings"). Heartland Industrial Partners, L.P. ("Heartland Partners"), as the sole member of Holdings, and Heartland Industrial Associates, L.L.C. ("Heartland"), as the General Partner of Heartland Partners, may each be deemed to be an indirect beneficial owner of the securities held by Holdings 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.

- (2) Heartland, Heartland Partners and Holdings 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, which is the General Partner of Heartland Partners, which

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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