TRIMAS CORP Form 4

November 03, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

Expires:

5. Relationship of Reporting Person(s) to

2005 Estimated average

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

HEARTLAND INDUSTRIAL ASSOCIATES LLC			Symbol TRIMAS CORP [TRS]					(Check all applicable)				
(Last) (First) (Middle) 177 BROAD STREET, 10TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 11/01/2010					DirectorX 10% Owner Officer (give title below) Other (specify below)				
STAMFOF	(Street) RD, CT 06901			endment, E	Oate Original ar)		A - -	. Individual or Join Applicable Line) X_ Form filed by One Form filed by Monerson	e Reporting Per	son		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative Sec	curitie	s Acqui	red, Disposed of, o	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	3. Transactic Code (Instr. 8)	4. Securities Approx Disposed of (Instr. 3, 4 and	of (D)	ed (A)	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	11/01/2010			S	3,000,000	D	\$ 14.75	11,904,972	I	See Footnote (1) (2)		

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						,
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Dalationahia

X

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HEARTLAND INDUSTRIAL ASSOCIATES LLC						
155 DDO AD CEDEEM						

177 BROAD STREET 10TH FLOOR STAMFORD, CT 06901

Signatures

/s/ Daniel P.
Tredwell 11/03/2010

**Signature of Date
Reporting Person

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).

These securities are owned directly by TriMas Investment Fund I, L.L.C. ("TIF I") and HIP Investment Holdings I, LLC ("HIP Holdings"). TIF I and HIP Holdings will sell 1,133,024 shares and 1,866,976 shares, respectively, as holders of record of such shares. Following the sale of these securities, TIF I will own 8,609,206 shares and HIP Holdings will no longer own any shares. Heartland

- (1) Industrial Partners, L.P. ("Heartland Partners"), as the managing member of TIF I and HIP 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 TIF I and HIP Holdings. Following the sale of the securities, Heartland Partners will indirectly beneficially own 10,853,033 shares. Heartland and Heartland Partners 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, TIF I and HIP 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 General Partner of Heartland Partners, which is

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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