

TRIMAS CORP
Form 4
May 28, 2010

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(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 <u>(1)</u>	I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	05/27/2010		S		124,400	D	\$ 10.009	1,884,676 <u>(1)</u>	I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	05/28/2010		S		17,700	D	\$ 10	1,866,976 <u>(1)</u>	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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(9-02)

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

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

X

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

See Footnote 1

Signatures

/s/ Daniel P. Tredwell, Managing
Member

05/28/2010

**Signature of Reporting Person

Date

/s/ Daniel P. Tredwell

05/28/2010

**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)

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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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