

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)
				(A) or (D) Price			
Common Stock	01/20/2010		J ⁽¹⁾	2,200,000 D <u>(2)</u>	9,742,230 ⁽³⁾	I	See Footnotes <u>(3)</u> <u>(12)</u>
Common Stock	01/20/2010		J ⁽¹⁾	2,200,000 A <u>(2)</u>	14,186,057 ⁽⁴⁾	I	See Footnotes <u>(4)</u> <u>(12)</u>
Common Stock	01/20/2010		J ⁽¹⁾	2,200,000 D <u>(2)</u>	14,186,057 ⁽⁵⁾	I	See Footnotes <u>(5)</u> <u>(12)</u>
Common Stock	01/20/2010		J ⁽¹⁾	2,200,000 A <u>(2)</u>	2,200,000 ⁽⁶⁾	I	See Footnotes

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

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)

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 (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

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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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