

Brooks Lynn A
Form 4
March 05, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brooks Lynn A

(Last) (First) (Middle)

500 W. 7TH STREET

(Street)

AUBURN, IN 46706

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TRIMAS CORP [TRS]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify
below)

President - Packaging Systems

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
____ 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)
Common Stock	03/01/2012		M	10,000	A \$ 20	66,716	D
Common Stock	03/01/2012		S	9,046	D \$ 24.55 (1)	57,670	D
Common Stock	03/01/2012		M	10,000	A \$ 20	67,670	D
Common Stock	03/01/2012		S	9,092	D \$ 24.49 (2)	58,578	D
	03/01/2012		M	3,000	A \$ 20	61,578	D

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Common Stock							
Common Stock	03/01/2012	S	2,736	D	\$ 24.4 (3)	58,842	D
Common Stock	03/01/2012	M	3,000	A	\$ 20	61,842	D
Common Stock	03/01/2012	S	2,735	D	\$ 24.39 (4)	59,107	D
Common Stock	03/01/2012	M	5,000	A	\$ 20	64,107	D
Common Stock	03/01/2012	S	4,546	D	\$ 24.51 (5)	59,561	D
Common Stock	03/01/2012	M	7,000	A	\$ 20	66,561	D
Common Stock	03/01/2012	S	6,366	D	\$ 24.52 (6)	60,195	D
Common Stock	03/01/2012	A	1,770 (7)	A	\$ 0	61,965	D
Common Stock	03/01/2012	A	4,209 (8)	A	\$ 0	66,174	D
Common Stock	03/01/2012	F	1,556 (9)	D	\$ 24.33	64,618	D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Employee

Stock

Option
(right to
buy)

\$ 20

03/01/2012

M

38,000
(10)

06/06/2009 06/06/2012

Common 38,000
Stock (10)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Brooks Lynn A 500 W. 7TH STREET AUBURN, IN 46706	President - Packaging Systems

Signatures

/s/ Paula Reno
attorney-in-fact

03/05/2012

**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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.30 to \$24.79 inclusive. The reporting person undertakes to provide to TriMas Corporation, any security holder of TriMas Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.38 to \$24.58 inclusive. The reporting person undertakes to provide to TriMas Corporation, any security holder of TriMas Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.39 to \$24.47 inclusive. The reporting person undertakes to provide to TriMas Corporation, any security holder of TriMas Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.35 to \$24.51 inclusive. The reporting person undertakes to provide to TriMas Corporation, any security holder of TriMas Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.49 to \$24.61 inclusive. The reporting person undertakes to provide to TriMas Corporation, any security holder of TriMas Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (5) to this Form 4.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.50 to \$24.61 inclusive. The reporting person undertakes to provide to TriMas Corporation, any security holder of TriMas Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (6) to this Form 4.

(7) Restricted shares of common stock granted March 1, 2012 under the 2006 Long Term Equity Incentive Plan, restrictions lapse on March 1, 2013.

(8)

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Restricted shares of common stock granted March 1, 2012 under the 2006 Long Term Equity Incentive Plan, restrictions lapse as to one-third of the number of shares on each anniversary date of the grant.

(9) Shares used to satisfy tax withholding obligation.

The option, representing a right to purchase a total of 177,760 shares granted June 6, 2002 pursuant to the 2002 Long Term Equity

(10) Incentive Plan, became exercisable (i) 80% vested in three equal annual installments on each June 6, 2003, June 6, 2004 and June 6, 2005; (ii) 20% vested on June 6, 2009.

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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