

TRIMAS CORP
Form 4
June 18, 2013

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 *
Tredwell Daniel P

(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)
06/14/2013

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/14/2013 | | J | 20,173 (1) D \$ 32.66 | 2,144,970 | I | See Footnote (2) |
| Common Stock | 06/14/2013 | | J | 20,173 (1) A \$ 32.66 | 2,144,970 | I | See Footnote (2) |
| Common Stock | | | | | 3,448 | D | |

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

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SEC 1474 (9-02)

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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 Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Tredwell Daniel P 177 BROAD STREET 10TH FLOOR STAMFORD, CT 06901 | X | | | |

Signatures

/s/ Paula Reno
attorney-in-fact

06/18/2013

**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) On June 14, 2013, TriMas Investment Fund I, L.L.C. ("TIF I") purchased 16,152 and 4,021 shares of common stock of the Issuer ("Common Stock") from HIP Side-by-Side Partners, L.P. ("Side-by-Side") and TriMas Investment Fund II, L.L.C. ("TIF II"), respectively.

(2) TIF I directly owns 1,131,513 shares of Common Stock; Metaldyne Investment Fund I, L.L.C. ("MIF I") directly owns 847,033 shares of Common Stock; Side-by-Side directly owns 133,247 shares of Common Stock; TIF II directly owns 20,738 shares of Common Stock; and Metaldyne Investment Fund II, L.L.C. ("MIF II") directly owns 12,439 shares of Common Stock. The Reporting Person is the Managing Member of Heartland Industrial Associates, L.L.C. ("Heartland"), which is the General Partner of Heartland Industrial Partners, L.P., which is TIF I's and MIF I's Managing Member. Heartland is the managing member of TIF II and MIF II, and is the General Partner of Side-by-Side. The Reporting Person disclaims beneficial ownership (as defined in Rule 16a-1(a)(2)) of these securities except to the extent of his pecuniary interest therein.

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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