

Tredwell Daniel P
Form 4
May 28, 2013

FORM 4

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

OMB APPROVAL

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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

(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)
05/23/2013

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 | 05/23/2013 | | S | | 31,000 | D | \$ 32.54 (1) |
| | | | | | | | 2,248,972 |
| | | | | | | | |
| Common Stock | 05/24/2013 | | S | | 21,900 | D | \$ 32.57 (3) |
| | | | | | | | 2,227,072 |
| | | | | | | | |
| Common Stock | 05/28/2013 | | S | | 13,902 | D | \$ 32.62 (4) |
| | | | | | | | 2,213,170 |
| | | | | | | | |
| Common Stock | | | | | | | 3,448 |
| | | | | | | | |
| | | | | | | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

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

05/28/2013

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) Represents the weighted average sale price of \$32.54 rounded to the nearest hundredths. The highest price at which the shares were purchased was \$32.65 and the lowest price at which the shares were purchased was \$32.50, in each case, rounded to the nearest hundredths. The Reporting Person undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities purchased at each separate price.

(2) These securities are owned directly by TriMas Investment Fund I, L.L.C. ("TIF I"). The Reporting Person is the Managing Member of Heartland Industrial Associates, L.L.C. ("Heartland"), the General Partner of Heartland Industrial Partners, L.P., which is TIF I's Managing Member. Prior acquisitions and dispositions by Heartland and its affiliated funds of shares of TriMas Corporation common stock were previously reported by Heartland and its affiliated funds, which are no longer subject to Section 16 reporting obligations. The

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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.

(3) Represents the weighted average sale price of \$32.57 rounded to the nearest hundredths. The highest price at which the shares were purchased was \$32.86 and the lowest price at which the shares were purchased was \$32.50, in each case, rounded to the nearest hundredths. The Reporting Person undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities purchased at each separate price.

(4) Represents the weighted average sale price of \$32.62 rounded to the nearest hundredths. The highest price at which the shares were purchased was \$32.88 and the lowest price at which the shares were purchased was \$32.50, in each case, rounded to the nearest hundredths. The Reporting Person undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities purchased at each separate price.

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.