

TRIMAS CORP
Form 4
April 23, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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)
04/21/2009

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	04/21/2009		P	837 ⁽²⁾ A 2.01 ₍₁₎ \$	15,237,933 ₍₅₎	I	See Footnote ₍₂₎
Common Stock	04/21/2009		P	18 ⁽³⁾ A 2.01 ₍₁₎ \$	15,237,951 ₍₅₎	I	See Footnote ₍₃₎
Common Stock	04/21/2009		P	45 ⁽⁴⁾ A 2.01 ₍₁₎ \$	15,237,996 ₍₅₎	I	See Footnote ₍₄₎

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

Edgar Filing: TRIMAS CORP - Form 4

- (4) These securities are owned directly by HIP Side-by-Side Partners, L.P. ("HIP"). Heartland, the Managing Member of HIP, is an indirect beneficial owner of these securities.
- (5) Heartland, TIF I, TIF II and HIP 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., the Managing Member of T

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.