

TRIMAS CORP  
Form 4  
March 30, 2009

**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 \*  
**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)  
**03/27/2009**

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	03/27/2009		P		11,160 <sup>(2)</sup>	A	\$ 1.94 <sub>(1)</sub>	15,102,435 <sub>(5)</sub>	I	See Footnote <sub>(2)</sub>
Common Stock	03/27/2009		P		240 <sup>(3)</sup>	A	\$ 1.94 <sub>(1)</sub>	15,102,675 <sub>(5)</sub>	I	See Footnote <sub>(3)</sub>
Common Stock	03/27/2009		P		600 <sup>(4)</sup>	A	\$ 1.94 <sub>(1)</sub>	15,103,275 <sub>(5)</sub>	I	See Footnote <sub>(4)</sub>

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)

Table with 10 columns: 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 Beneficially (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 5).

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for HEARTLAND INDUSTRIAL ASSOCIATES LLC with 'X' in the 10% Owner column.

Signatures

/s/ Daniel P. Tredwell, Managing Member 03/30/2009
\*\*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 purchased in multiple transactions at prices ranging from \$1.94 to \$2.02, 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) These securities are owned directly by TriMas Investment Fund I, LLC ("TIF I"). Heartland Industrial Associates, L.L.C. ("Heartland"), the Managing Member of TIF I, is an indirect beneficial owner of these securities.
(3) These securities are owned directly by TriMas Investment Fund II, LLC ("TIF II"). Heartland, the Managing Member of TIF II, is an indirect beneficial owner of these securities.

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- (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.

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