

Wathen David M
Form 4
March 05, 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 *
Wathen David M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2013

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

39400 WOODWARD AVENUE, SUITE 130

(Street)

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

President and CEO

BLOOMFIELD HILLS 48304

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Stock | 03/01/2013 | | A | | 4,890 (1) \$ 0 | D (2) | |
| Common Stock | 03/01/2013 | | A | | 36,040 (3) \$ 0 | D (2) | |
| Common Stock | 03/01/2013 | | A | | 50,451 (4) \$ 0 | D (2) | |
| Common Stock | 03/01/2013 | | F | | 23,309 (5) \$ 29.01 | D (2) | |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wathen David M 39400 WOODWARD AVENUE SUITE 130 BLOOMFIELD HILLS 48304 | X | | President and CEO | |

Signatures

/s/ Paula Reno
attorney-in-fact

03/05/2013

**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) Restricted shares of common stock granted March 1, 2013 under the 2011 Omnibus Incentive Compensation Plan ("2011 Plan"), restrictions lapse on March 1, 2014.
- (2) By David M. Wathen and Laurene A. Wathen JTWROS
- (3) Restricted shares of common stock granted March 1, 2013 under the 2011 Plan, restrictions lapse as to one-third of the number of shares on each anniversary of the date of the grant.
- (4) Shares of common stock granted in settlement of performance stock units granted March 1, 2012 under the 2011 Plan, payable only in shares of common stock, based on specified performance goals achieved at December 31, 2012.
- (5) Shares used to satisfy tax withholding obligation.

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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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