

TRIMAS CORP

Form 4

October 31, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wathen David M

(Last) (First) (Middle)

39400 WOODWARD
AVENUE, SUITE 130

(Street)

BLOOMFIELD HILLS 48304

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TRIMAS CORP [TRS]

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

10/29/2014

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)

President and CEO

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)
Common Stock	10/29/2014		M	5,250 A	\$ 0 ⁽¹⁾ 460,365	D ⁽²⁾	
Common Stock	10/29/2014		F	2,426 D	\$ 30.56 457,939	D ⁽²⁾	

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)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽¹⁾	10/29/2014		M		5,250		⁽³⁾	09/30/2013 ⁽⁴⁾	Common Stock	5,250

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

10/31/2014

__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) Each restricted stock unit represents a contingent right to receive the Fair Market Value of one share of common stock, payable only in shares of common stock.

(2) By David M. Wathen and Laurene A. Wathen JTWROS

(3) The second of three installments for restricted stock units granted pursuant to the Restricted Stock Unit Agreement dated February 24, 2011 ("Agreement") and the 2006 Long Term Equity Incentive Plan, vested on October 29, 2014 in satisfaction of the trading threshold as outlined in Section II.A.1(a) of the Agreement.

(4) Subject to graduated vesting as described in footnote (3) above and Section II.A.1 of the Agreement

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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