

Wathen David M
Form 4
March 01, 2011

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 *
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)
39400 WOODWARD AVENUE, SUITE 130
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2011

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

BLOOMFIELD HILLS 48304

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 ⁽¹⁾	02/24/2011	A	42,000					<u>(2)(3)</u>	09/30/2013 ⁽⁴⁾	Common Stock	42,000

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
03/01/2011
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.
The Restricted Stock Units vest in increments as follows: (a) Upon the Company achieving at least \$ 2.00 of cumulative earnings per share for any consecutive four financial quarters from 4/1/2011 through 9/30/2013 (the "EPS Performance Measure"), 10,500 Restricted Stock Units shall vest on the close of the business day immediately following the release of earnings for the quarter in which the EPS Performance Measure is met ("EPS Vesting Date") and 5,250 Restricted Stock Units shall vest on the first anniversary of the EPS Vesting Date and 5,250 Restricted Stock Units shall vest on the second anniversary date of the EPS Vesting Date;
- (2) (b) Upon the Company's stock price closing at or above \$30.00 per share for 30 consecutive trading days provided such 30th trading day is prior to 9/30/2013, 5,250 Restricted Stock Units shall vest on the close of the business day when such trading threshold is satisfied, 2,625 Restricted Stock Units shall vest on the first anniversary of the satisfaction of such threshold and 2,625 Restricted Stock Units shall vest on the second anniversary of the satisfaction of such threshold; (c) Upon the Company's stock price closing at or above \$35.00 per share for 30 consecutive trading days provided such 30th trading day is prior to 9/30/2013, 5,250 Restricted Stock Units shall vest on the close of the business day on which such trading threshold is satisfied, 2,625 Restricted Stock Units shall vest on the first anniversary of the satisfaction of such threshold and 2,625 Restricted Stock Units shall vest on the second anniversary of the satisfaction of such threshold.
- (3) Subject to graduated vesting as described in footnote (2),(3) and Section II.A.(1) of the Restricted Stock Unit Agreement dated February 24, 2011.
- (4) David M. Wathen and Laurene A. Wathen JT TEN WROS

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.