SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person[*] | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| Wathen David M | TRIMAS CORP [ TRS ] | |

| (Last) | (First) | (Middle) |
|---|---|---|
| 39400 WOODWARD AVENUE | | |
| SUITE 130 | | |

| 3. Date of Earliest Transaction (Month/Day/Year) |
|---|
| 10/29/2013 |

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

President and CEO

| (Street) | | |
|---|---|---|
| BLOOMFIELD HILLS | 48304 | |

| (City) | (State) | (Zip) |
|---|---|---|

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

6. Individual or Joint/Group Filing (Check Applicable Line)

| | |
|---|---|
| X | 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 (D) | Price | | | |
| Common Stock | 10/29/2013 | | M | | 10,500 | A | $0[1] | 411,020 | D[2] | |
| Common Stock | 10/29/2013 | | F | | 4,852 | D | $38.46 | 406,168 | D[2] | |

### 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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | $0.0[1] | 10/29/2013 | | M | | | 10,500 | [3] | 09/30/2013[4] | Common Stock | 10,500 | $0 | 21,000 | D[2] | |

**Explanation of Responses:**

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 first 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, 2013 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

**Remarks:**

/s/ Paula Reno attorney-in-fact     10/31/2013

\*\* Signature of Reporting Person     Date