
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): January 13, 2009

TRIMAS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of Incorporation)

001-10716
(Commission File Number)

38-2687639
(I.R.S. Employer
Identification No.)

39400 Woodward Avenue
Suite 130
Bloomfield Hills, Michigan
(Address of Principal Executive Offices)

48304
(Zip Code)

Registrant's telephone number, including area code: **248-631-5450**

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 13, 2009, TriMas Corporation, a Delaware corporation (the "Company"), announced that its Board of Directors appointed David M. Wathen to succeed Grant H. Beard as President and Chief Executive Officer of the Company, effective immediately. Concurrently, Mr. Beard resigned as the Company's President and Chief Executive Officer and as a member of the Company's Board of Directors. Mr. Wathen will also join the Company's Board of Directors.

Mr. Wathen, 56 years old, has served in senior leadership positions at several industrial companies including Eaton Corporation where he functioned as Chief Executive Officer of a large free-standing subsidiary, Allied Signal Corporation where he served as president of the Frictions Materials Division, Emerson Electric Company where he served as president of its U.S. Electrical Motors Division and General Electric Company where he held a variety of managerial positions. Most recently, he served as President and Chief Executive Officer of the North American Operations of Balfour Beatty Inc., a leading, publicly-traded UK-based engineering, construction, services and investment business.

A copy of the offer letter agreement (the "Letter Agreement") with Mr. Wathen providing the compensation and related benefits to Mr. Wathen during his employment with TriMas is attached hereto as Exhibit 10.1. Mr. Wathen also will be eligible to receive the benefits of the TriMas Executive Severance / Change of Control Policy ("Severance Policy"), a copy of which was filed with the Commission on November 10, 2008. In connection with

Mr. Wathen's employment, TriMas intends to enter into a written indemnification agreement with Mr. Wathen in the form of TriMas' standard indemnification agreement for officers and directors.

Although Mr. Beard's separation agreement with the Company has not been finalized, the Company currently expects that it will provide: (a) continuation of Mr. Beard's annual base salary for a period of 24 months, less applicable taxes and withholdings and paid in accordance with the Company's payroll schedule over 24 months; (b) a cash bonus of \$875,000, which is equal to one year's bonus at Mr. Beard's target level, payable in equal installments over 24 months; (c) coverage under the Company's group health, dental and prescription benefit plans, with the Company reimbursing the premium for up to 24 months; and (d) executive level outplacement services for up to 12 months. As a condition to receiving these severance payments, Mr. Beard will be required to agree to a customary release of claims and a 24 month non-competition and non-solicitation covenant. It is a condition to Mr. Beard's resignation that if the Company and Mr. Beard are unable to reach agreement on a separation agreement on the terms outlined above within 21 days, then Mr. Beard will instead receive severance payments and benefits in accordance with the Severance Policy on a "terminated without cause" basis, which payments and benefits are substantially the same as those outlined above for the expected separation agreement, and subject to Mr. Beard agreeing to a customary release of claims and a 24 month non-competition and nonsolicitation covenant.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits :

Exhibit 10.1 - Offer Letter from TriMas Corporation to David M. Wathen, dated January 12, 2009

Exhibit 99.1 - Press release of TriMas Corporation, dated January 13, 2009

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 13, 2009

TRIMAS CORPORATION
(Registrant)

By: /s/ Joshua A. Sherbin
Name: Joshua A. Sherbin
Title: Vice President, General Counsel
and Secretary

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EXHIBIT INDEX

Exhibit 10.1 - - Offer Letter from TriMas Corporation to David M. Wathen, dated January 12, 2009

Exhibit 99.1 - - Press release of TriMas Corporation, dated January 13, 2009

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January 12, 2009

Mr. David Wathen

Dear Dave,

Your discussions with the TriMas Board of Directors left every member you met with a very positive impression of your experience, knowledge, personal qualities and sense of commitment. Accordingly, we are delighted to extend to you an offer of employment as President and Chief Executive Officer of TriMas Corporation.

If you return a signed copy of this letter to us by January 13, then, subject to the Board's acceptance of this letter, your employment with TriMas will begin on January 14, 2009, or such later date as may be set by the Board ("Start Date").

We also intend to elect you as a member of TriMas Corporation's Board of Directors. As President and CEO, you will report to the Board of Directors. The general terms and conditions of this offer are as follows:

Salary: \$675,000 annually; compensation is paid bi-weekly; subject to annual review.

Annual Bonus: You will be eligible to participate in the TriMas Annual Value Creation Plan (AVCP) beginning for fiscal year 2009. Your annual target award will be one hundred percent (100%) of base salary for each year with the potential to achieve two hundred percent (200%) of your base salary. Achievement of this award will be determined by both the performance of TriMas Corporation and your personal performance. Approximately 25% of your annual bonus will be determined by the Board based on its view of your personal performance. It will be one of your responsibilities to recommend to the Compensation Committee and the Board the appropriate metrics and payout ranges for all executives under the AVCP program, and it is understood that the Board may choose to apply certain specific metrics to evaluate your performance that are different from those for other corporate executives.

Long Term Incentive

Compensation: **2009 LTIP Grant:**

On the date of your initial employment with TriMas, you will be granted 200,000 stock options with an exercise price set by the fair market value of the company's stock on the grant date (annual vesting in equal increments over a 3 year period). During March—April 2009, at the same time as LTIP grants are made to other employees, you will receive another equity grant as determined by the Board of Directors.

Subsequent Annual LTIP Grants:

Assuming satisfactory performance, it is the Board's intention that starting for plan year 2010, you will receive ongoing, annual LTIP grants. It will be one of your responsibilities to recommend to the Compensation Committee and the Board appropriate metrics for TriMas' LTIP target grants. The Board will make future grants based on individual and company performance targets and in a form established by the Board.

Stock Performance Grants:

In addition to your annual LTIP award, you will have the opportunity to receive restricted stock unit grants ("RSU's") in the event that the Company's closing stock price for any successive 75 trading day period, within 36 months of your Start Date, exceeds the thresholds below:

75 day closing stock price during the first 36 months of employment following the Start Date:

Threshold	# of RSUs
\$5.00	25,000
\$10.00	25,000
\$15.00	25,000
\$20.00	25,000
\$25.00	25,000

All units earned under this program will vest over a 3 year period beginning on the date immediately following the first date after the 75 day trading period during which the stock price threshold is achieved ("grant date"). Vesting shall occur in three equal increments on the first, second and third anniversaries of the grant date, provided you have been continuously employed with the Company to those dates. Any RSU's earned under this provision will be subject to the terms of grant agreements to be issued under the company's long term equity plan.

Benefits: You will be eligible to participate in the TriMas benefits program for senior executives. This will include participation in the Supplemental Executive Retirement Program (SERP). Additionally, TriMas will provide health care, executive life insurance, short & long-term disability coverage, accidental death & dismemberment insurance and executive retirement benefits. TriMas requires dependent verification be provided for each dependent covered under the TriMas plans to confirm dependent eligibility.

Severance Policy: The protections of the TriMas Executive Severance/Change of Control policy will be applicable to you as President and Chief Executive Officer.

Open Market Stock

Purchase:

You have advised us that it is your intention purchase approximately \$100,000 of TriMas stock in the open market during the first available trading window. We view this as a positive confirmation of your commitment to

growing shareholder value. Once you have completed that initial purchase, the company will pay you a special bonus of \$100,000 which the Board intends for you to use, on an after tax basis, to make additional open market purchases of TriMas stock.

Vacation:

You will be entitled to four (4) weeks of vacation annually.

We are looking forward to having you become President and Chief Executive Officer of TriMas Corporation. We are highly confident in your ability to lead the organization in the successful growth and performance of the business.

This letter is not intended to be a contract of employment. It describes the initial terms of employment that will apply. The Board reserves the right to modify the terms of your employment at anytime, and your employment can be terminated by you or the company at anytime with or without reason, subject to the TriMas Executive Severance/Change of Control policy (as that policy may be modified from time to time). If this letter accurately reflects your understanding of the offer, please indicate your understanding and acceptance by signing a copy of this letter and returning it to us.

Very truly yours,

/s/ Samuel Valenti, III
Samuel Valenti, III
Chairman of the Board
TriMas Corporation

/s/ Eugene A. Miller
Eugene A. Miller
Chairman
Compensation Committee
TriMas Corporation

/s/ Daniel P. Tredwell
Daniel P. Tredwell
Director,
Member of Executive Committee
TriMas Corporation

Accepted

/s/ David Wathen
David Wathen

January 13, 2009
Date



FOR IMMEDIATE RELEASE

TRIMAS NAMES DAVID WATHEN PRESIDENT AND CHIEF EXECUTIVE OFFICER

Experienced Executive Brings Significant Industry Expertise and Track Record of Operational Excellence

BLOOMFIELD HILLS, Michigan, January 14, 2009 — TriMas Corporation (NYSE: TRS) — a diversified growth company of specialty niche businesses — today announced that David M. Wathen, 56, has been appointed President and Chief Executive Officer, succeeding Grant H. Beard, who has resigned from these positions and from the TriMas Board of Directors. Mr. Wathen will also join the TriMas Board of Directors.

Mr. Wathen brings over three decades of industry experience, having served in leadership positions at several premier, industrial companies including Eaton Corporation where he functioned as CEO of a large free-standing subsidiary, Allied Signal Corporation where he served as president of the Frictions Materials Division, Emerson Electric Company where he served as president of its U.S. Electrical Motors Division and General Electric Company where he held a variety of managerial positions. Most recently, he served as President and Chief Executive Officer of the North American Operations of Balfour Beatty, Inc., a leading, publicly-traded UK-based engineering, construction, services and investment business, where he ran a business with over \$1 billion in revenues and approximately 4,000 employees.

Commenting on the appointment, Samuel Valenti III, Chairman of the Board of TriMas, said, “We are very pleased to welcome David Wathen, who is an exceptionally talented, dynamic and team-oriented leader who brings a unique combination of skills and experience to TriMas. While the Company has made great strides in its strategic growth and cost-management initiatives, we welcome new leadership to position TriMas to deliver enhanced value for shareholders over the long-term.”

Mr. Wathen said, “TriMas is a solid business with a strong foundation and a compelling group of businesses. From my preliminary assessment of the Company, I am confident we can identify and pursue significant additional opportunities to strengthen the Company’s operations. I look forward to working with the talented management team and dedicated employees at TriMas to leverage the Company’s strengths and position it to achieve its enormous potential.”

Daniel P. Tredwell, Member of the Executive Committee of the Board of TriMas and Senior Managing Director of Heartland Industrial Partners, L.P. which owns 45% of the outstanding common stock of TriMas, said, “David is an accomplished executive with a strong track record of driving performance and cash flow improvement at every business he has run. We look forward to him protecting value for TriMas during the current economic environment and helping TriMas capitalize on the many opportunities for higher value in its multiple businesses in the future.”

Mr. Tredwell continued, “With the assistance of Spencer Stuart, an executive search firm, the Board conducted a thorough search process, and we are delighted that we were able to recruit someone of David’s caliber to lead the Company.”

“On behalf of the Board, I would like to thank Grant Beard for his dedication, accomplishments and numerous contributions to TriMas,” Mr. Valenti said. “We wish him well in his future endeavors.”

Prior to joining Balfour Beatty, Mr. Wathen worked as a General Partner and Principal at Questor Management Company, a private equity and consulting firm. Before that, he was Senior Vice President, Group Executive and President of Cutler-Hammer, Inc., an independent subsidiary of Eaton Corporation where he successfully completed the integration of the \$1 billion Westinghouse electrical business, reorganized the company, led five acquisitions and created a new service business that produced incremental revenues of \$100 million in its first year. At both Allied Signal Corporation and Emerson Electric Company, he led the successful turnarounds of the divisions under his leadership. He began his career in 1977 at General Electric Company, where he served in various capacities for twelve years, including several leadership roles. Mr. Wathen obtained an M.B.A. from St. Francis College and a B.S. in Mechanical Engineering from Purdue University.

Conference call information:

TriMas Corporation will host a conference call today, January 14, 2009, at 10:00 a.m. ET. The call-in number is 1-866-237-3252. Participants should request to be connected to the TriMas Corporation conference call (conference ID number 356494).

The conference call will also be webcast simultaneously on the Company’s website at www.trimascorp.com. A replay of the conference call will be available following the call on the TriMas website or by dialing 1-888-348-4629 (access code 356494) through January 28, 2009, at 11:59 p.m. ET.

About TriMas

Headquartered in Bloomfield Hills, Michigan, TriMas Corporation (NYSE: TRS) is a diversified growth company of high-end, specialty niche businesses manufacturing a variety of highly engineered products for commercial, industrial and consumer markets worldwide. TriMas Corporation is organized into five strategic business groups: Packaging Systems, Energy Products, Industrial Specialties, RV & Trailer Products and Recreational Accessories. TriMas Corporation has nearly 5,000 employees at 70 different facilities in 10 countries. For additional information, please visit www.trimascorp.com.

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