

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13E-3  
(Amendment No. 2)

RULE 13E-3 TRANSACTION STATEMENT  
(PURSUANT TO SECTION 13(e) OF THE SECURITIES EXCHANGE ACT OF 1934)

TRIMAS CORPORATION  
(Name of Issuer)

MASCOTECH, INC.  
MASCOTECH ACQUISITION, INC.  
TRIMAS CORPORATION  
(Name of Person(s) Filing Statement)

Common Stock, \$.01 Par Value  
(Title of Class of Securities)

896215100  
(CUSIP Number of Class of Securities)

David B. Liner, Esq. MascoTech, Inc. 21001 Van Born Road Taylor, Michigan 48180 (313) 274-7405	Brian P. Campbell TriMas Corporation 315 East Eisenhower Parkway Ann Arbor, Michigan 48108 (313) 747-7025
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(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications on Behalf of Person(s) Filing Statement)

With Copies to:

David W. Ferguson, Esq. Davis Polk & Wardwell 450 Lexington Avenue New York, NY 10017 (212) 450-4000	Jerome M. Schwartz, Esq. Dickinson, Wright, Moon, Van Dusen & Freeman 500 Woodward Avenue, Suite 4000 Detroit, Michigan 48226 (313) 223-3628
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This Amendment No. 2 (this "Amendment") amends and supplements the Rule 13e-3 Transaction Statement on Schedule 13E-3 (the "Schedule 13E-3") originally filed on December 17, 1997 by (i) MascoTech, Inc., a Delaware corporation ("Parent"), (ii) MascoTech Acquisition, Inc., a Delaware corporation ("Purchaser") and (iii) TriMas Corporation, a Delaware corporation (the "Company"), as amended by Amendment No. 1, dated December 22, 1997, relating to the offer by Purchaser to purchase all of the issued and outstanding shares (the "Shares") of common stock, \$.01 par value per share, of TriMas Corporation, a Delaware corporation, at a price of \$34.50 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated December 17, 1997 and in the related Letter of Transmittal.

All capitalized terms used in this Amendment without definition have the meanings attributed to them in the Schedule 13E-3.

The items of the Schedule 13E-3 set forth below are hereby amended as follows:

Item 9. Reports, Opinions, Appraisals And Certain Negotiations.

Item 9 is hereby supplemented and amended to incorporate by reference the information set forth under "Special Factors--Opinion of Financial Advisor to the Special Committee" of the Supplement, dated December 31, 1997, to the Offer to Purchase, a copy of which is filed herewith as Exhibit (d) (10).

Item 15. Persons and Assets Employed, Retained or Utilized.

Item 15(b) is hereby supplemented and amended to include the response to Item 8 of the Schedule 14D-1, as amended by Amendment No. 2 thereto, which is incorporated herein by reference.

Item 17. Material to be Filed as Exhibits.

Item 17 is hereby supplemented and amended by adding the following exhibits:

(b) (5) Letter to the Special Committee from BT Wolfensohn dated December 31, 1997.

(d) (10) Supplement, dated December 31, 1997, to Offer to Purchase.+

(g) (6) Memorandum of Understanding between law firms on behalf of Charlene Blue, Gerald Sapsowitz, Charter Capital Corp., Roseanne Caruso and Betty Barsky, the Company, Parent and individuals named as defendants dated December 31, 1997.+

+ Incorporated by reference to Amendment No. 2, filed by Purchaser and Parent on December 31, 1997, to the Tender Offer Statement on Schedule 14D-1 originally filed by Purchaser and Parent on December 17, 1997.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment is true, complete and correct.

December 31, 1997

MASCOTECH, INC.

By: /s/ David B. Liner

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Name: David B. Liner  
Title: Vice President and  
Corporate Counsel

MASCOTECH ACQUISITION, INC.

By: /s/ David B. Liner

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Name: David B. Liner  
Title: Secretary

TRIMAS CORPORATION

By: /s/ Brian P. Campbell

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Name: Brian P. Campbell  
Title: President

EXHIBIT INDEX

Exhibit No.

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(b) (5) Letter to the Special Committee from BT Wolfensohn dated December 31, 1997.

[Letterhead of BT Wolfensohn]

December 31, 1997

The Oversight Committee of  
The Board of Directors  
TriMas Corporation  
315 East Eisenhower Parkway  
Ann Arbor, MI 48108

Gentlemen:

You have requested that BT Wolfensohn compare the premiums paid in 22 specified transactions (the "Selected Premium Transactions") based on the target's closing price on the date 52 weeks prior to the public announcement of the transaction. The results of our comparison are set forth on the attached worksheet.

We understand that you have requested this premium comparison in connection with the settlement of five purported class actions against TriMas Corporation (the "Company"), MascoTech, Inc. ("Parent"), and the Company's directors. The premium comparison is not related to the opinion of BT Wolfensohn dated December 10, 1997 that, as of such date and based upon and subject to certain matters stated in such opinion, the consideration to be paid in the transactions contemplated by the Agreement and Plan of Merger (the "Merger Agreement"), dated December 10, 1997, among the Company, Parent and MascoTech Acquisition, Inc., is fair to the holders of shares of the Company (other than Parent, its Chief Executive Officer and Masco Corporation) from a financial point of view, and the premium comparison does not amend, update or supplement that opinion in any way.

The attached comparison is based on publicly available information. BT Wolfensohn assumed and relied upon the accuracy and completeness of such information, and neither assumed responsibility for independent verification of, nor independently verified, any of such information. No company, business or transaction used in the attached comparison is identical to the Company or the transactions contemplated by the Merger Agreement.

/s/ Glenn Crafford

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Glenn Crafford, Managing Director

The Oversight Committee of  
The Board of Directors  
TriMas Corporation  
December 31, 1997  
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Selected Premium Transactions  
Premium Comparison

Transaction -----	Date Announced -----	Transaction Price -----	Closing Price 52 Weeks Prior -----	% Premium -----
Rexel S.A./Rexel Inc.	August 29, 1997	\$22.50	\$13.88	62.1%
Anthem Inc./Accordia Inc.	June 2, 1997	40.00	31.75	26.0
Samsung Electronics Co. Ltd./AST Research Inc.	January 30, 1997	5.40	8.00	(32.5)
Zurich Versicherungs GmbH/Zurich Reinsurance Centre	January 13, 1997	36.00	29.88	20.5
Novartis AG/Systemix Inc.	May 27, 1996	19.50	12.25	59.2
Berkshire Hathaway Inc./GEICO Corporation	August 25, 1995	70.00	49.38	41.8
COBE Laboratories/REN Corporation - USA	July 14, 1995	20.00	9.00	122.2
BIC S.A./Bic Corporation	May 15, 1995	40.50	27.13	49.3
McCaw Cellular Communications/LIN Broadcasting	April 7, 1995	129.90	97.30	33.5
Club Mediterranee S.A./Club Med Inc.	April 5, 1995	32.00	25.63	24.9
Conseco Inc./CCP Insurance Inc.	February 27, 1995	23.25	23.75	(2.1)

Arcadian Corp./Arcadian Partners L.P.	January 18, 1995	29.00	25.13	15.4
WMX Technologies Inc./Chemical Waste Management Inc.	July 28, 1994	8.85	7.63	16.0
Rust International Inc./Brand Companies Inc.	November 13, 1992	18.75	16.63	12.8
American Maize-Products Co./American Fructose Corp.	September 9, 1992	25.50	21.50	18.6
Leucadia National Corporation/PHLCORP Inc.	August 17, 1992	25.78	14.25	80.9
Tele-Communications Inc./United Artists Entertainment	May 1, 1991	16.19	12.75	27.0
BHP Holdings (USA) Inc./Hamilton Oil Corporation	February 6, 1991	40.00	32.25	24.0
Murphy Oil Corporation/Ocean Drilling & Exploration	January 3, 1991	19.39	25.88	(25.1)
Fuji Heavy Industries Ltd./Subaru of America Inc.	January 16, 1990	8.50	6.50	30.8
Renault Vehicules Industriels/Mack Trucks Inc.	July 6, 1990	6.25	11.75	(46.8)
American Express Company/Shearson Lehman Brothers Holdings	March 2, 1990	12.90	20.38	(36.7)
			High	122.2%
			Low	(46.8)%
			Median	24.5%