

Sherbin Joshua A  
Form 4  
March 01, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
Sherbin Joshua A

(Last) (First) (Middle)  
39400 WOODWARD AVENUE, SUITE 130  
(Street)

BLOOMFIELD HILLS, MI 48304

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TRIMAS CORP [TRS]

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

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)  
Vice President & Secretary

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of 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 <sup>(1)</sup>          | 02/24/2011       | A          | 11,680   |      |   |     |     | <u>(2)(3)</u>    | 09/30/2013 <sup>(4)</sup> | Common Stock | 11,680                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Sherbin Joshua A<br>39400 WOODWARD AVENUE<br>SUITE 130<br>BLOOMFIELD HILLS, MI 48304 |               |           | Vice President & Secretary |       |

## 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"), 2,920 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 1,460 Restricted Stock Units shall vest on the first anniversary of the EPS Vesting Date and 1,460 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, 1,460 Restricted Stock Units shall vest on the close of the business day when such trading threshold is satisfied, 730 Restricted Stock Units shall vest on the first anniversary of the satisfaction of such threshold and 730 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, 1,460 Restricted Stock Units shall vest on the close of the business day on which such trading threshold is satisfied, 730 Restricted Stock Units shall vest on the first anniversary of the satisfaction of such threshold and 730 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)

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.