

Brooks Lynn A
Form 4
March 01, 2012

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 *
Brooks Lynn A

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)
500 W. 7TH STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

President - Packaging Systems

AUBURN, IN 46706

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/28/2012 | | P | | 3,000 | A | \$ 24.78 <u>(1)</u> |
| Common Stock | 02/28/2012 | | P | | 3,000 | A | \$ 24.66 <u>(2)</u> |
| Common Stock | 02/29/2012 | | M | | 10,000 | A | \$ 20 63,990 |
| Common Stock | 02/29/2012 | | S | | 8,992 | D | \$ 24.79 <u>(3)</u> |

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| | | | | | | | |
|--------------|------------|---|--------|---|--------------------|--------|---|
| Common Stock | 02/29/2012 | M | 10,000 | A | \$ 20 | 64,998 | D |
| Common Stock | 02/29/2012 | S | 9,154 | D | \$ 24.2 (4) | 55,844 | D |
| Common Stock | 02/29/2012 | M | 5,000 | A | \$ 20 | 60,844 | D |
| Common Stock | 02/29/2012 | S | 4,559 | D | \$ 24.34 (5) | 56,285 | D |
| Common Stock | 02/29/2012 | M | 3,000 | A | \$ 20 | 59,285 | D |
| Common Stock | 02/29/2012 | S | 2,738 | D | \$ 24.46 (6) | 56,547 | D |
| Common Stock | 02/29/2012 | M | 2,000 | A | \$ 20 | 58,547 | D |
| Common Stock | 02/29/2012 | S | 1,831 | D | \$ 24.3 (7) | 56,716 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 (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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 20 | 02/29/2012 | | M | 30,000 (8) | 06/06/2009 | 06/06/2012 | Common Stock | 30,000 (8) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brooks Lynn A 500 W. 7TH STREET AUBURN, IN 46706 | | | President - Packaging Systems | |

Signatures

/s/ Paula Reno
attorney-in-fact
03/01/2012
Date

**Signature of Reporting Person

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) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$24.70 to \$24.84 inclusive. The reporting person undertakes to provide to TriMas Corporation, any security holder of TriMas Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnote (1) to this Form 4.
 - (2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$24.63 to \$24.70 inclusive. The reporting person undertakes to provide to TriMas Corporation, any security holder of TriMas Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnote (2) to this Form 4.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.76 to \$24.99 inclusive. The reporting person undertakes to provide to TriMas Corporation, any security holder of TriMas Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.16 to \$24.31 inclusive. The reporting person undertakes to provide to TriMas Corporation, any security holder of TriMas Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
 - (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.32 to \$24.47 inclusive. The reporting person undertakes to provide to TriMas Corporation, any security holder of TriMas Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (5) to this Form 4.
 - (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.46 to \$24.48 inclusive. The reporting person undertakes to provide to TriMas Corporation, any security holder of TriMas Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (6) to this Form 4.
 - (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.28 to \$24.34 inclusive. The reporting person undertakes to provide to TriMas Corporation, any security holder of TriMas Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (7) to this Form 4.
- (8) The option, representing a right to purchase a total of 177,760 shares granted June 6, 2002 pursuant to the 2002 Long Term Equity Incentive Plan, became exercisable (i) 80% vested in three equal annual installments on each June 6, 2003, June 6, 2004 and June 6, 2005; (ii) 20% vested on June 6, 2009.

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.