

Zalupski Robert J
Form 4
March 01, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Zalupski Robert J

(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
____X____ Officer (give title below) ____ Other (specify below)

Vice President & Treasurer

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	(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 ⁽¹⁾	02/24/2011			A		7,000		⁽²⁾⁽³⁾	09/30/2013 ⁽⁴⁾	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Zalupski Robert J 39400 WOODWARD AVENUE SUITE 130 BLOOMFIELD HILLS, MI 48304	Vice President & Treasurer

Signatures

/s/ Paula Reno
attorney-in-fact 03/01/2011

__Signature of Reporting Person 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"), 1,750 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 875 Restricted Stock Units shall vest on the first anniversary of the EPS Vesting Date and 875 Restricted Stock Units shall vest on the second anniversary date of the EPS Vesting Date;

(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, 875 Restricted Stock Units shall vest on the close of the business day when such trading threshold is satisfied, 437 Restricted Stock Units shall vest on the first anniversary of the satisfaction of such threshold and 438 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, 875 Restricted Stock Units shall vest on the close of the business day on which such trading threshold is satisfied, 437 Restricted Stock Units shall vest on the first anniversary of the satisfaction of such threshold and 438 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.
- (5) By Robert J. Zalupski and Susan S. Zalupski JTWROS

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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