Richards Kibbe & Orbe LLP Form SC 13D/A August 11, 2010

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

#### SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 1) \*

TriMas Corporation (Name of Issuer)

Common Stock, par value \$0.01 per share (Title of Class of Securities)

896215209 (Cusip Number)

Seth Hendon c/o Tinicum Lantern II L.L.C. 800 Third Avenue 40th Floor New York, NY 10022 212-446-9300

(Name, Address, and Telephone Number of Person Authorized to Receive Notices and Communications)

August 3, 2010

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [ ].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)
Page 1 of 13 Pages

CUSIP No. 896215209

NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) 1 Tinicum Capital Partners II, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b)  $[X]^{**}$ 2 \*\*The reporting persons making this filing hold an aggregate of 1,520,100 Shares, which is 4.5% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. SEC USE ONLY 3 SOURCE OF FUNDS (See Instructions) 4 N/A CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 5 [ ] CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware SOLE VOTING POWER 7 NUMBER OF -()-SHARED VOTING POWER SHARES BENEFICIALLY 8 OWNED BY 1,507,751 SOLE DISPOSITIVE POWER 9 **EACH** -()-REPORTING PERSON WITH SHARED DISPOSITIVE POWER 10 1,507,751 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 1,507,751 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES **CERTAIN SHARES (See Instructions)** 12 [ ] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13 4.4% 14 TYPE OF REPORTING PERSON (See Instructions)

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Tinicum Capital Partners II Parallel Fund, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ] (b) [X]**  **The reporting persons making this filing hold an aggregate of 1,520,100 Shares, which is 4.5% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.  **The reporting persons making this filing hold an aggregate of 1,520,100 Shares, which is 4.5% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.  **The reporting person on this cover page, however, is a beneficial owner only of the class of securities reported by it on this cover page, however, is a beneficial owner only of the class of securities reported by it on this cover page, however, is a beneficial owner only of the class of securities reported by it on this cover page, however, is a beneficial owner only of the class of securities reported by it on this cover page, however, is a beneficial owner only of the class of securities reported by it on this cover page, however, is a beneficial owner only of the class of securities reported by it on this cover page, however, is a beneficial owner only of the class of securities reported by it on this cover page, however, is a beneficial owner only of the class of securities reported by the class of securities reported by it of securities reported by it of securities reported by it of securities reported by the class of securities reported by it	1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13	13						
0.0% 14 TYPE OF REPORTING PERSON (See Instructions)	14						

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
	Tinicum Capital Partners II Executive Fund L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
2	**The reporting persons making this filing hold an aggregate of 1,520,100 Shares, which is 4.5% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.  SEC LISE ONLY					
3	SOURCE OF FUNDS (See Instr	ructions)				
4		,				
5	N/A CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  [ ]					
6	CITIZENSHIP OR PLACE OF ORGANIZATION					
Ü	Delaware		GOLE MOTING POWER			
		7	SOLE VOTING POWER			
	NUMBER OF		-0- SHARED VOTING POWER			
SHA	ARES BENEFICIALLY OWNED BY	8	4,506 SOLE DISPOSITIVE POWER			
	EACH	9				
REPORTING PERSON WITH		10	-0- SHARED DISPOSITIVE POWER			
11	AGGREGATE AMOUNT BEN	EFICIALLY (	4,506 OWNED BY EACH REPORTING PERSON			
	4,506 CHECK IF THE AGGREGATE	E AMOUNT II	N ROW (11) EXCLUDES			
12	CEPTAIN SHAPES (See Instructions)					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
14	0.0% TYPE OF REPORTING PERSON (See Instructions)					

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
	Tinicum Lantern II L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]					
2	**The reporting persons making this filing hold an aggregate of 1,520,100 Shares, which is 4.5% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.  SEC USE ONLY					
4	SOURCE OF FUNDS (See Instructions)  N/A CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT					
5	TO ITEMS 2(d) OR 2(e)			[	]	
6	CITIZENSHIP OR PLACE OF	ORGANIZATI	ON			
	Delaware		SOLE VOTING POWER			
	NUMBER OF	7	-0- SHARED VOTING POWER			
SHA	ARES BENEFICIALLY OWNED BY	8	1,520,100 SOLE DISPOSITIVE POWER			
	EACH	9				
REPORTING PERSON WITH 10		10	-0- SHARED DISPOSITIVE POWER			
11		NEFICIALLY C	1,520,100 WNED BY EACH REPORTING PERSON			
12	1,520,100 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]					
13						
14	4.5% 14 TYPE OF REPORTING PERSON (See Instructions)					

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
	Terence M. O'Toole CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]					
2	(b) [X]**  **The reporting persons making this filing hold an aggregate of 1,520,100 Shares, which is 4.5% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.  SEC USE ONLY					
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4	SOURCE OF FUNDS (See Inst	ructions)				
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6	CITIZENSHIP OR PLACE OF	ORGANIZAT	ION			
6	United States					
		7	SOLE VOTING POWER			
	NUMBER OF	7	-0- SHARED VOTING POWER			
SHA	ARES BENEFICIALLY OWNED BY	8	1,520,100			
	EACH	9	SOLE DISPOSITIVE POWER			
	EACH	9	-0-			
REPO	ORTING PERSON WITH	10	SHARED DISPOSITIVE POWER			
		10	1,520,100			
11	AGGREGATE AMOUNT BEN	VEFICIALLY (	OWNED BY EACH REPORTING PERSON			
11	1,520,100					
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)						
12	CERTAIN SHARES (See Ilisu)	ictions)		[ ]		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
1.4	4.5%					
14 TYPE OF REPORTING PERSON (See Instructions)						

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
	Eric M. Ruttenberg CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]					
2	(b) [X]**  **The reporting persons making this filing hold an aggregate of 1,520,100 Shares, which is 4.5% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.					
3	SEC USE ONLY					
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6	United States		SOLE VOTING POWER			
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SHA	ARES BENEFICIALLY OWNED BY	8	1,520,100 SOLE DISPOSITIVE POWER			
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CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)						
12						
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
4.5% 14 TYPE OF REPORTING PERSON (See Instructions)						

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This Amendment No. 1 to Schedule 13D amends the Schedule 13D initially filed on July 10, 2008 (together with all prior and current amendments thereto, this "Schedule 13D").

Item 5. Interests In Securities Of The Issuer

Item 5 is amended and restated in its entirety as follows:

The Funds

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for each Fund is incorporated herein by reference for each such Fund. The percentage amount set forth in Row 13 for all cover pages filed herewith is calculated based upon the 34,037,885 Shares outstanding as of August 3, 2010, as reported by the Company in its Quarterly Report on Form 10-Q for the period ended June 30, 2010 filed with the Securities and Exchange Commission on August 3, 2010.
- (c) The dates, number of Shares involved and the price per Share (including commissions) for all transactions in the Shares by the Funds in the past 60 days are set forth on Schedules A-C hereto and are incorporated herein by reference. All of such transactions were open-market transactions.
- (d) The Manager has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Funds as reported herein. The Individual Reporting Persons are managing members of the Manager.
- (e) As of August 3, 2010, each of the Funds ceased to be a beneficial owner of more than five percent of the class of securities.

The Manager

(a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the Manager is incorporated herein by reference.

(c) None.

- (d) The Manager has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Funds as reported herein. The Individual Reporting Persons are managing members of the Manager.
- (e) As of August 3, 2010, the Manager may no longer be deemed a beneficial owner of more than five percent of the class of securities.

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The Individual Reporting Persons

(a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for each Individual Reporting Person is incorporated herein by reference for each such Individual Reporting Person.

(c) None.

- (d) The Manager has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Funds as reported herein. The Individual Reporting Persons are managing members of the Manager.
- (e) As of August 3, 2010, each of the Individual Reporting Persons may no longer be deemed a beneficial owner of more than five percent of the class of securities.

The Shares reported hereby for each of the Funds are owned directly by such Fund. The Manager, as general partner of each of TCP II and the Parallel Fund and managing member of the Executive Fund, may be deemed to be a beneficial owner of all such Shares owned by the Funds. The Individual Reporting Persons, as managing members of the Manager, may each be deemed to be a beneficial owner of all such Shares owned by the Funds. Each of the Manager and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

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#### **SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: August 11, 2010

/s/ Eric M. Ruttenberg
TINICUM LANTERN II L.L.C.,
On its own behalf,
as the General Partner of
TINICUM CAPITAL PARTNERS II, L.P. and
TINICUM CAPITAL PARTNERS II PARALLEL FUND, L.P.
and as the Managing Member of
TINICUM CAPITAL PARTNERS II EXECUTIVE FUND L.L.C.
By Eric M. Ruttenberg
Managing Member

/s/ Terence M. O'Toole Terence M. O'Toole

/s/ Eric M. Ruttenberg Eric M. Ruttenberg

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# SCHEDULE A

# TINICUM CAPITAL PARTNERS II, L.P.

TRADE DATE	NO. OF SHARES SOLD	PRICE PER SHARE (\$)
8/3/2010	99,187	13.19
8/4/2010	32,534	13.46
8/5/2010	26,186	13.62
8/6/2010	40,469	13.59
8/9/2010	41,658	13.83

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SCHEDULE B  $\label{eq:tinicum} \textbf{TINICUM CAPITAL PARTNERS II PARALLEL FUND, L.P.}$ 

TRADE DATE	NO. OF SHARES SOLD	PRICE PER SHARE (\$)
8/3/2010	516	13.19
8/4/2010	169	13.46
8/5/2010	136	13.62
8/6/2010	210	13.59
8/9/2010	217	13.83

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TRADE DATE	NO. OF SHARES SOLD	PRICE PER SHARE (\$)
8/3/2010	297	13.19
8/4/2010	97	13.46
8/5/2010	78	13.62
8/6/2010	121	13.59
8/9/2010	125	13.83

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