#### TRINITY INDUSTRIES INC

Form 4

September 27, 2006

Check this box

if no longer

Section 16.

Form 4 or

obligations

may continue.

Form 5

subject to

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

09/26/2006

Stock

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** RICE S THEIS			suer Name and Tic	ıg	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First) (N	Middle) 3. Da (Mon	[NYSE/TRN] 3. Date of Earliest Transaction (Month/Day/Year) 09/26/2006			Director 10% Owner X Officer (give title Other (specify below)			
2323 0121	(Street)	4. If A	amendment, Date O Month/Day/Year)	Original		6. Individual or Jo Applicable Line) _X_ Form filed by			
DALLAS,	TX 75207					Form filed by I Person	More than One Re	porting	
(City)	(State)	(Zip)	able I - Non-Deriv	vative Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	if Transaction(A) Code (In ar) (Instr. 8)	Securities Ad ) or Disposed 1str. 3, 4 and (A) or mount (D)	d of (D)	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)	
Common Stock						1,160	I	401(k) Plan	
Common Stock	09/26/2006		M 2,2	258 A	\$ 17.7	71,424 (1)	D		
Common	09/26/2006		F 13	226 D	\$	70 198	D		

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

F

1,226

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

D

70,198

32.59

### Edgar Filing: TRINITY INDUSTRIES INC - Form 4

#### number.

# 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. Transactic Code (Instr. 8)	5. Numl or Deriv Securitic Acquire (A) or Dispose (D) (Instr. 3 and 5)	vative es ed	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)	\$ 17.7 (5)	09/26/2006		M	2,	,258	<u>(2)</u>	10/01/2006	Common Stock	2,258
Employee Stock Option (right to buy)	\$ 19.625 (6)						(3)	10/29/2009	Common Stock	7,062 (6)
Employee Stock Option (right to buy)	\$ 15.3333 (7)						<u>(4)</u>	04/03/2010	Common Stock	4,500 (7)
Employee Stock Option (right to buy)	\$ 14.4733 (8)						<u>(4)</u>	05/09/2012	Common Stock	3,549 (8)
Employee Stock Option (right to buy)	\$ 16.74 (9)						<u>(2)</u>	03/21/2007	Common Stock	1,807 (9)
Employee Stock Option (right to buy)	\$ 35.3333 (10)						(3)	03/12/2008	Common Stock	2,250 (10)
							(3)	12/07/2008		

#### Edgar Filing: TRINITY INDUSTRIES INC - Form 4

Employee Stock Option (right to buy)	\$ 26.2083 (11)			Common Stock	3,750 (11)
Employee Stock Option (right to buy)	\$ 11.3333 (12)	<u>(2)</u>	05/29/2013	Common Stock	9,000 (12)
Employee Stock Option (right to buy)	\$ 18.94 (13)	<u>(2)</u>	05/10/2014	Common Stock	6,600 (13)
Employee Stock Option (right to buy)	\$ 17.94 (14)	<u>(2)</u>	05/09/2015	Common Stock	10,201 (14)

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
RICE S THEIS 2525 STEMMONS FREEWAY DALLAS, TX 75207			Vice President			

## **Signatures**

Michael G. Fortado for S.

Theis Rice

09/27/2006

\*\*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) On May 26, 2006, the common stock of Trinity Industries, Inc. split 3-for-2, resulting in the reporting person's ownership of 23,055 additional shares of common stock.
- Option Term is Ten Years. Options vest over 5 years at twenty percent (20%) per year beginning on the first anniversary of the grant date.
- Option Term is Ten Years. Options vest over 4 years at twenty-five percent (25%) per year beginning on the first anniversary of the grant date.
- Option Term is Ten Years. Options vest over 3 years at thirty-three & one-third percent (33 1/3%) per year beginning on the first anniversary of the grant date.

**(5)** 

Reporting Owners 3

#### Edgar Filing: TRINITY INDUSTRIES INC - Form 4

This option was previously reported as covering 1,505 shares at an exercise price of \$26.55 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.

- (6) This option was previously reported as covering 4,708 shares at an exercise price of \$29.4375 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.
- (7) This option was previously reported as covering 3,000 shares at an exercise price of \$23.00 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.
- (8) This option was previously reported as covering 2,366 shares at an exercise price of \$21.71 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.
- (9) This option was previously reported as covering 1,205 shares at an exercise price of \$25.11 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.
- (10) This option was previously reported as covering 1,500 shares at an exercise price of \$53.00 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.
- (11) This option was previously reported as covering 2,500 shares at an exercise price of \$39.3125 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.
- (12) This option was previously reported as covering 6,000 shares at an exercise price of \$17.00 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.
- (13) This option was previously reported as covering 4,400 shares at an exercise price of \$28.41 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.
- (14) This option was previously reported as covering 6,800 shares at an exercise price of \$26.91 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.

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.