TRINITY INDUSTRIES INC

Form 4 May 30, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

Common

Common

Stock

Stock

05/29/2008

05/29/2008

(Print or Type Responses)

1. Name and Address of Reporting Person * MICHEL CHARLES			2. Issuer Name and Ticker or Trading Symbol TRINITY INDUSTRIES INC [NYSE/TRN]				5. Relationship of Reporting Person(s) to Issuer			
							(Check all applicable)			
(Last)	(First) (I	Middle)		f Earliest T	ransaction			Director		Owner (specify
2525 STEMMONS FREEWAY			(Month/Day/Year) 05/29/2008				X Officer (give title Other (specify below) VP, Controller, & CAO			
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person					
DALLAS, TX 75207							Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivative	Securit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Dee	med	3.	4. Securi	ties Acc	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution	on Date, if	Transacti	on(A) or Di	sposed	of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any		Code	(Instr. 3,	4 and 5	(i)	Beneficially	(D) or	Beneficial
		(Month/	Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
								Following	(Instr. 4)	(Instr. 4)
						(A)		Reported Transaction(s)		
						or		(Instr. 3 and 4)		
				Code V	Amount	(D)	Price	(======================================		

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

M

S

2,670

2,670

D

\$40

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 number.

66,918

64,248

D

D

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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)	Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8)		5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	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)	\$ 11.33	05/29/2008		M	2,670	<u>(1)</u>	05/29/2013	Common Stock	2,670

Reporting Owners

Director 10% Owner Officer Other

MICHEL CHARLES VP,

2525 STEMMONS FREEWAY Controller, &

DALLAS, TX 75207 CAO

Signatures

Charles Michel 05/30/2008

**Signature of 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) 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. 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.

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