#### TRINITY INDUSTRIES INC

Form 4 June 02, 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:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

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

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

MENZIES D STEPHEN			Symbol  TRINITY INDUSTRIES INC. [TRN]					_	Issuer			
		TRINITY INDUSTRIES INC [TRN]					(Check all applicable)					
(Last)	(First)	(Middle)		3. Date of Earliest Transaction								
2525 STEMMONS FREEWAY			(Month/Day/Year) 05/29/2008						Director 10% Owner X Officer (give title Other (specify below) Senior Vice President			
	(Street)		4. If Ame	ndment,	Da	te Original			6. Individual or Joint/Group Filing(Check			
DALLAS, T	Filed(Month/Day/Year)						Applicable Line) _X_ 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 any (Month/Day/Year)			Code (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)	
Common Stock	05/29/2008			F		4,692	D	\$ 39.85	182,305	D		
Common Stock	05/29/2008			M		16,500	A	\$ 11.33	198,805	D		
Common Stock	05/29/2008			F		162	D	\$ 39.85	198,643	D		
Common Stock	05/29/2008			M		342	A	\$ 18.94	198,985	D		
Common Stock	05/29/2008			M		4,338	A	\$ 18.94	203,323	D		

Edgar Filing: TRINITY INDUSTRIES INC - Form 4

Common Stock	05/29/2008	M	4,305	A	\$ 17.94	207,628	D
Common Stock	05/29/2008	S	6,243	D	\$ 39.76	201,385	D
Common Stock	05/29/2008	S	200	D	\$ 39.77	201,185	D
Common Stock	05/29/2008	S	400	D	\$ 39.78	200,785	D
Common Stock	05/29/2008	S	1,000	D	\$ 39.79	199,785	D
Common Stock	05/29/2008	S	200	D	\$ 39.8	199,585	D
Common Stock	05/29/2008	S	600	D	\$ 39.81	198,985	D
Common Stock	05/30/2008	S	9,136	D	\$ 40.7	189,849	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.

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 (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. Number of orDerivative 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)	\$ 11.33	05/29/2008		M	16,500	<u>(1)</u>	05/29/2013	Common Stock	16,500
Employee Stock Option (right to	\$ 18.94	05/29/2008		M	4,680	<u>(1)</u>	05/10/2014	Common Stock	9,360

buy)

Employee

Stock
Option \$ 17.94 05/29/2008 M 4,305 (1) 05/09/2015 Common Stock 12,915

(right to buy)

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MENZIES D STEPHEN

2525 STEMMONS FREEWAY Senior Vice President

DALLAS, TX 75207

**Signatures** 

Menzies

Paul M. Jolas For: D. Stephen 06/02/2008

\*\*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) 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.

Reporting Owners 3