

TRINITY INDUSTRIES INC
Form 4
June 09, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BIEGLER DAVID W

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) (Middle)
2525 STEMMONS FREEWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

DALLAS, TX 75207
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/06/2008		M		7,500	A	\$ 22.13
Common Stock	06/06/2008		S		300	D	\$ 38.98
Common Stock	06/06/2008		S		500	D	\$ 38.99
Common Stock	06/06/2008		S		600	D	\$ 39
Common Stock	06/06/2008		S		100	D	\$ 39.01
							9,900
							9,600
							9,100
							8,500
							8,400

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Common Stock	06/06/2008	S	700	D	\$ 39.02	7,700	D
Common Stock	06/06/2008	S	800	D	\$ 39.03	6,900	D
Common Stock	06/06/2008	S	2,500	D	\$ 39.04	4,400	D
Common Stock	06/06/2008	S	700	D	\$ 39.05	3,700	D
Common Stock	06/06/2008	S	100	D	\$ 39.06	3,600	D
Common Stock	06/06/2008	S	100	D	\$ 39.08	3,500	D
Common Stock	06/06/2008	S	100	D	\$ 39.1	3,400	D
Common Stock	06/06/2008	S	400	D	\$ 39.11	3,000	D
Common Stock	06/06/2008	S	500	D	\$ 39.12	2,500	D
Common Stock	06/06/2008	S	100	D	\$ 39.13	2,400	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.

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative 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)	8. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to	\$ 22.13	06/06/2008		M	7,500	<u>(1)</u>	07/21/2009	Common Stock	7,500

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIEGLER DAVID W 2525 STEMMONS FREEWAY DALLAS, TX 75207	X			

Signatures

Paul M. Jolas For: David W. Biegler	06/09/2008
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 on 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.
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