

TRINITY INDUSTRIES INC  
Form FWP  
September 22, 2014

Free Writing Prospectus  
filed pursuant to Rule 433  
Relating to the Preliminary Prospectus  
Supplement dated September 22, 2014  
Registration Statement No. 333-198744

TRINITY INDUSTRIES, INC.

Pricing Term Sheet

Pricing Term Sheet dated September 22, 2014 to the Preliminary Prospectus Supplement dated September 22, 2014 of Trinity Industries, Inc. This Pricing Term Sheet is qualified in its entirety by reference to the Preliminary Prospectus Supplement. The information in this Pricing Term Sheet supplements the Preliminary Prospectus Supplement and supersedes the information in the Preliminary Prospectus Supplement to the extent it is inconsistent with such information. Capitalized terms used in this Pricing Term Sheet but not defined have the meanings given them in the Preliminary Prospectus Supplement.

Issuer:	Trinity Industries, Inc.
Principal Amount:	\$400,000,000
Title of Security:	4.550% Senior Notes due 2024
Maturity:	October 1, 2024
Coupon :	4.550%
Public Offering Price:	99.888%
Yield to Maturity:	4.564%
Spread to Benchmark Treasury:	+200 bps
Benchmark Treasury:	UST 2.375% due August 15, 2024
Benchmark Treasury Price/Yield:	98-11+ / 2.564%
Interest Payment Dates:	April 1 and October 1 of each year, beginning on April 1, 2015
Trade Date:	September 22, 2014
Settlement Date:	September 25, 2014 (T+3)
Ratings:*	Moody s: Ba1 S&P: BBB- Fitch: BBB-
Denominations:	\$2,000 and integral multiples of \$1,000
Make-Whole Redemption:	Before July 1, 2024 at the make-whole redemption price (Treasury plus 30 basis points)
Par Call:	On or after July 1, 2024

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CUSIP/ISIN Numbers: CUSIP: 896522AH2  
ISIN: US896522AH27

Form of Offering: SEC Registered (Registration No. 333-198744)

Joint Book-Running Managers: J.P. Morgan Securities LLC  
Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Co-Managers: BB&T Capital Markets, a division of BB&T Securities, LLC  
RBS Securities Inc.  
Wells Fargo Securities, LLC  
BOSC, Inc.  
Credit Suisse Securities (USA) LLC  
Fifth Third Securities, Inc.

\* A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a prospectus) with the United States Securities and Exchange Commission ( SEC ) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities LLC (1-212-834-4533) or Merrill Lynch, Pierce, Fenner & Smith Incorporated (call 1-800-294-1322, or e-mail [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com)).