Edgar Filing: TRINITY INDUSTRIES INC - Form 4

TRINITY II Form 4 December 2	NDUSTRIES INC	2									
	OMB APPROVAL										
	UNITED	Washington, D.C. 20549								3235-0287	
Check th if no lon subject t Section Form 4 o Form 5 obligatio may con	ser 50 16. 50 51 51 51 51 51 51 51 51 51 51	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						e Act of 1934, 1935 or Sectior	Expires: January 31, 2005 Estimated average burden hours per response 0.5		
<i>See</i> Instruction 1(b). 30(h) of the Investment Company Act of 1940											
(Print or Type	Responses)										
STILES MARK W Symbol				r Name and Ticker or Trading				 Relationship of Reporting Person(s) to Issuer (Check all applicable) 			
			[NYSE/TRN]					(in it product)			
(Last) (First) (Middle) 3. Date of (Month/D) 2525 STEMMONS FREEWAY 12/16/20				-				Director 10% Owner X_Officer (give title Other (specify below) Senior Vice President			
Filed(Mon				endment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
DALLAS, '	TX 75207							Person		porting	
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative S	Securi	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any		3. Transactio Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed	l 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				Code V	Amount	(D)	Price	(msu. <i>3</i> and 4)			
Common Stock	12/16/2005			М	13,695	А	<u>(1)</u>	120,319	D		
Common Stock	12/16/2005			F	5,341	D	\$ 43.45	114,978	D		

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	tive Expiration Date (Month/Day/Year) red (A) posed of 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Trinity Stock Units	\$ 0	12/16/2005		М	13,695	<u>(1)</u>	<u>(1)</u>	Common Stock	13,751	(

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
STILES MARK W 2525 STEMMONS FREEWAY DALLAS, TX 75207			Senior Vice President				
Signatures							
Michael G. Fortado For: Mark W Stiles	<i>.</i>	12/20/20	05				

**Signature of Reporting Person

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).

Date

(1) Trinity Stock Units accrued under the Trinity Industries, Inc. Supplemental Profit Sharing Plan were converted to Common Stock at a ratio of 1 to 1 pursuant to a distribution to the reporting person as of December 16, 2005.

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.