TRINITY INDUSTRIES INC

Form 4 March 14, 2006

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations may continue.

See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * LEE JOHN M

(Middle)

TRINITY INDUSTRIES INC [NYSE/TRN]

(First) 2525 STEMMONS FREEWAY

(Street)

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

3. Date of Earliest Transaction

(Month/Day/Year)

03/10/2006

2. Issuer Name and Ticker or Trading Symbol

Issuer

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

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Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

DALLAS, TX 75207

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficial	ly 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) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	03/10/2006		S	3,274	D	\$ 52.9618	27,381	D	
Common Stock	03/13/2006		S	500	D	\$ 53.15	26,881	D	
Common Stock	03/14/2006		S	500	D	\$ 53.05	26,381	D	
Common Stock	03/14/2006		F	985	D	\$ 53.49	25,396	D	
Common Stock	03/14/2006		M	1,341	A	\$ 39.3125	26,737	D	

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

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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	2.	3. Transaction Date	3A. Deemed	4. 5. Number		6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired				(
	Derivative				(A) or				
	Security				Disposed of				
					(D)				
				(Instr. 3, 4,					
					and 5)				
									Amount
						Date	Expiration	TP:41 -	or Normalian
						Exercisable	Date	Title	Number of
				Code V	(A) (D)				Shares
				Couc v	(11) (D)				Situres
Employee									
Stock								C	
Option	\$ 39.3125	03/14/2006		M	1,341	(1)	12/07/2008	Common	1,813
(right to	+ ->				-,-	_		Stock	_,
buy)									

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LEE JOHN M			Vice				
2525 STEMMONS FREEWAY			President				

Signatures

DALLAS, TX 75207

John M. Lee 03/14/2006

**Signature of Person

**Bate

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 4 years at twenty-five percent (25%) 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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