TRINITY INDUSTRIES INC

Form 4 May 11, 2006

FORM 4

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

OMB 3235-0287

OMB APPROVAL

Number: January 31,

Expires: 2005 Estimated average

burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

1. Name and A	Address of Repor	ting Person *	2. Issuer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to				
1. Name and Address of Reporting Person * STILES MARK W			Symbol TRINITY INDUSTRIES INC [NYSE/TRN]				Issuer (Check all applicable)				
											(Last)
2525 STEMMONS FREEWAY			05/09/2006				below) below) Senior Vice President				
	(Street)		4. If Ame	endment, D	ate Original		6. Individual or J	Joint/Group Filin	ıg(Check		
			Filed(Mo	nth/Day/Yea	r)		Applicable Line) _X_ Form filed by	One Reporting Pe	erson		
DALLAS,						Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative Securities	es Acqu	uired, Disposed o	of, or Beneficial	ly Owned		
1.Title of	2. Transaction	Date 2A. Dee	med	3.	4. Securities Acqui	iired	5. Amount of	6. Ownership	7. Nature		
C:	(Month/Dov/V	on Evanution	m Dota if	T	am(A) am Diamagad af	f(D)	Committee	Earna Dinast	Indinant		

		1 401	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiency Owned							
1.Title of	2. Transaction Date 2A. Deemed		3.	4. Securities Acquired		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)				Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code (Instr. 3, 4 and 5)		5)	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
							Reported			
					(A)		Transaction(s)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	05/09/2006		M	2,000	A	\$ 0	116,249	D		
Common Stock	05/09/2006		F	729	D	\$ 69.42	115,520	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 on f 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. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0	05/09/2006		M	2,000	<u>(1)</u>	<u>(1)</u>	Common Stock	4,000	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STILES MARK W

2525 STEMMONS FREEWAY Senior Vice President

DALLAS, TX 75207

Signatures

Michael G. Fortado For: Mark W. Stiles 05/11/2006

**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).

Restricted Stock Units granted pursuant to Trinity Industries, Inc. Stock Option & Incentive Plan. Units vest in varying percentages

(1) beginning on the 3rd anniversary date of the grant with 100% vesting on the 5th anniversary date of the grant. Distribution is 1 for 1 in Trinity Stock on each vesting date or later if elected by grantee.

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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