

TRINITY INDUSTRIES INC

Form 4

June 02, 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 *
MENZIES D STEPHEN

(Last) (First) (Middle)

2525 STEMMONS FREEWAY

(Street)

DALLAS, TX 75207

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

TRINITY INDUSTRIES INC [TRN]

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

05/29/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Senior Vice President

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/29/2008		F	4,692	D \$ 39.85	182,305	D
Common Stock	05/29/2008		M	16,500	A \$ 11.33	198,805	D
Common Stock	05/29/2008		F	162	D \$ 39.85	198,643	D
Common Stock	05/29/2008		M	342	A \$ 18.94	198,985	D
Common Stock	05/29/2008		M	4,338	A \$ 18.94	203,323	D

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Common Stock	05/29/2008	M	4,305	A	\$ 17.94	207,628	D
Common Stock	05/29/2008	S	6,243	D	\$ 39.76	201,385	D
Common Stock	05/29/2008	S	200	D	\$ 39.77	201,185	D
Common Stock	05/29/2008	S	400	D	\$ 39.78	200,785	D
Common Stock	05/29/2008	S	1,000	D	\$ 39.79	199,785	D
Common Stock	05/29/2008	S	200	D	\$ 39.8	199,585	D
Common Stock	05/29/2008	S	600	D	\$ 39.81	198,985	D
Common Stock	05/30/2008	S	9,136	D	\$ 40.7	189,849	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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(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 11.33	05/29/2008		M	16,500	<u>(1)</u>	05/29/2013	Common Stock	16,500
Employee Stock Option (right to	\$ 18.94	05/29/2008		M	4,680	<u>(1)</u>	05/10/2014	Common Stock	9,360

buy)

Employee
Stock

Option	\$ 17.94	05/29/2008		M	4,305	<u>(1)</u>	05/09/2015	Common Stock	12,915
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(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MENZIES D STEPHEN 2525 STEMMONS FREEWAY DALLAS, TX 75207			Senior Vice President	

Signatures

Paul M. Jolas For: D. Stephen Menzies	06/02/2008
<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 over 5 years at twenty percent (20%) 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.
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