

TRINITY INDUSTRIES INC  
Form 3  
March 15, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â McWhirter William A                     |         | (Month/Day/Year)                     | TRINITY INDUSTRIES INC [NYSE/TRN]  |  |
| (Last)                                    | (First) | (Middle)                             | 03/14/2005   |  |
| 2525 STEMMONS FREEWAY                     |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| DALLAS,Â TXÂ 75207                        |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | VP & CFO   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 357   | I  | 401(k) Plan   |
| Common Stock                    | 45,022  | D  | Â   |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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|                                      | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security   | Direct (D) or Indirect (I) (Instr. 5) |          |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|------------|---------------------------------------|----------|
| Trinity Stock Units                  | Â (1)            | Â (1)           | Common Stock | 4,098                      | \$ (1)     | I                                     | by Trust |
| Employee Stock Option (right to buy) | Â (3)            | 03/12/2008      | Common Stock | 1,000                      | \$ 53      | D                                     | Â        |
| Employee Stock Option (right to buy) | Â (3)            | 12/07/2008      | Common Stock | 3,000                      | \$ 39.3125 | D                                     | Â        |
| Employee Stock Option (right to buy) | Â (3)            | 10/29/2009      | Common Stock | 8,000                      | \$ 29.4375 | D                                     | Â        |
| Employee Stock Option (right to buy) | Â (4)            | 05/09/2012      | Common Stock | 6,665                      | \$ 21.71   | D                                     | Â        |
| Employee Stock Option (right to buy) | Â (2)            | 05/29/2013      | Common Stock | 14,400                     | \$ 17      | D                                     | Â        |
| Employee Stock Option (right to buy) | Â (2)            | 05/10/2014      | Common Stock | 15,000                     | \$ 28.41   | D                                     | Â        |
| Restricted Stock Units               | Â (5)            | Â (5)           | Common Stock | 5,000                      | \$ (5)     | D                                     | Â        |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |            |       |
|--|---------------|-----------|------------|-------|
|  | Director      | 10% Owner | Officer    | Other |
| McWhirter William A<br>2525 STEMMONS FREEWAY<br>DALLAS, TX 75207 | Â             | Â         | Â VP & CFO | Â     |

## Signatures

William A.  
McWhirter

03/15/2005

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The Trinity Stock Units were accrued under the Trinity Industries, Inc. Supplemental Profit Sharing Plan and will be settled upon the

- (1) reporting person's retirement or other termination of service or earlier for in service distributions under limited circumstances as provided by the plan. Stock Units convert at a ratio of 1 to 1.
- (2) 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.
- (3) 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.
- (4)

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Option Term is Ten Years. Options vest over 3 years at thirty-three & one-third percent (33 1/3%) per year beginning on the first anniversary of the grant date.

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

- (5) beginning on the 3rd anniversary date of the grant with 100% vesting by 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.

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