

TRINITY INDUSTRIES INC
Form 4
September 16, 2005

FORM 4

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

OMB APPROVAL

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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 *
RICE S THEIS

2. Issuer Name and Ticker or Trading Symbol
**TRINITY INDUSTRIES INC
[NYSE/TRN]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2525 STEMMONS FREEWAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/14/2005

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

DALLAS, TX 75207

(City) (State) (Zip)

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

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)
			Code	V	Amount	(D)	Price
Common Stock					710	I	401(k) Plan
Common Stock	11/01/2003 ⁽⁴⁾		P		24	A	(4)
Common Stock	09/14/2005		M		2,292	A	\$ 29.4375
Common Stock	09/14/2005		M		12,000	A	\$ 23
Common Stock	09/14/2005		M		4,026	A	\$ 21.71

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Common Stock	09/14/2005	S	18,318	D	\$ 38.5951	37,079	D
Common Stock	09/15/2005	M	1,527	A	\$ 21.71	38,606	D
Common Stock	09/15/2005	M	2,373	A	\$ 17	40,979	D
Common Stock	09/15/2005	M	1,100	A	\$ 28.41	42,079	D
Common Stock	09/15/2005	S	5,000	D	\$ 38.5	37,079	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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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 29.4375	09/14/2005		M	2,292	<u>(2)</u>	10/29/2009	Common Stock	7,000
Employee Stock Option (right to buy)	\$ 23	09/14/2005		M	12,000	<u>(3)</u>	04/03/2010	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 21.71	09/14/2005		M	4,026	<u>(3)</u>	05/09/2012	Common Stock	10,000
	\$ 21.71	09/15/2005		M	1,527	<u>(3)</u>	05/09/2012		5,974

