

TRINITY INDUSTRIES INC
Form 4
January 03, 2006

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)
12/30/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Pres. Trinity Ind. Leasing Co.

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 (A) or (D) Price			
Common Stock	12/30/2005		M	10,000 A \$ 25.63	78,347	D	
Common Stock	12/30/2005		M	25,000 A \$ 21.71	103,347	D	
Common Stock	12/30/2005		M	11,000 A \$ 17	114,347	D	
Common Stock	12/30/2005		M	3,120 A \$ 28.41	117,467	D	
Common Stock	12/30/2005		F	2,646 D \$ 44.07	114,821	D	

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Common Stock 12/30/2005 S 28,370 D \$ 43.7 86,451 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. 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)	8. Amount or Number of Shares
Stock Options (right to buy)	\$ 25.63	12/30/2005		M	10,000	<u>(2)</u> 11/12/2011	Common Stock	10,000
Stock Options (right to buy)	\$ 21.71	12/30/2005		M	25,000	<u>(2)</u> 05/09/2012	Common Stock	25,000
Stock Options (right to buy)	\$ 17	12/30/2005		M	11,000	<u>(1)</u> 05/29/2013	Common Stock	27,500
Stock Options (right to buy)	\$ 28.41	12/30/2005		M	3,120	<u>(1)</u> 05/10/2014	Common Stock	15,600

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MENZIES D STEPHEN
2525 STEMMONS FREEWAY
DALLAS, TX 75207

Pres. Trinity Ind. Leasing Co.

Signatures

Michael G. Fortado For: Stephen D.
Menzies

01/03/2006

__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).
- (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.
- (2) 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.

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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