TRINITY INDUSTRIES INC

Form 4

October 03, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **GRUM CLIFFORD J**

2. Issuer Name and Ticker or Trading

Symbol

TRINITY INDUSTRIES INC [NYSE/TRN]

(Last) (First) (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 09/29/2006

> > 3.

2525 STEMMONS FREEWAY (Street)

Filed(Month/Day/Year)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

4. Securities

Code V Amount (D) Price

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

6. Ownership

Form: Direct

(D) or Indirect Beneficial

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Person

5. Amount of

Securities

Issuer

below)

X_ Director

Officer (give title

DALLAS, TX 75207

1.Title of

(City) (State) (Zip)

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or (Instr. 3) Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

Beneficially Owned (A) or

Following Reported Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price Derivative (Month/Day/Year) Execution Date, if **Expiration Date Underlying Securities** Derivati Conversion Transactionof Derivative (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Code Security any

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. | 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | (Instr. 5) | |
|-----------------------------|------------------------------------|------------------|---------|------|-----------------------------------------------------------------------------------|-----|-----|---------------------|--------------------|-----------------|----------------------------------------|---------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Trinity Phantom Stock Units | \$ 0 (1) | 09/29/2006 | | A | | 694 | | <u>(1)</u> | <u>(1)</u> | Common Stock | 694 | \$ 32.1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--------------------------------------------------------------|---------------|-----------|---------|-------|--|--|--|--|
| • | Director | 10% Owner | Officer | Other | | | | |
| GRUM CLIFFORD J 2525 STEMMONS FREEWAY DALLAS, TX 75207 | X | | | | | | | |

Signatures

Michael G. Fortado For: Clifford J.
Grum
10/03/2006

**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).

The Trinity Phantom Stock Units were accrued under the Trinity Industries, Inc. Deferred Plan for Directors Fees. Stock units are

(1) converted at "1 - for - 1" (a rate of one stock unit per one share of Trinity common stock). Settlement of the account will be in cash after the reporting person's retirement.

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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