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TRINITY INDUSTRIES INC Form 4 March 04, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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Filed By

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

 Name and Address of Reporting Person* Wallace Timothy R. 						6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) (First) (Middle) 2525 Stemmons Freeway			rting	g Person,	Numbe	Μ	lonth/Day/Year	Other (specify b				
(Street) Dallas, Texas 75207						D	ate of Original	(Check Applica X Form filed by Person Form filed by	One Reporting			
y) (State)	(Zip)	Г	able	e I Non-I	Derivat	ive Se	curities Acquired, Di	isposed of, or Bene	posed of, or Beneficially Owned			
2. Trans- action Date (Month/ Day/ Year)	Execution Date,	action C	ode	(A) or Disp	posed o	of (D)	5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
	thy R. (First) (N ns Freeway (Street) 75207 y) (State) 2. Trans- action Date (Month/ Day/	thy R. (First) (Middle) ms Freeway (Street) 75207 y) (State) (Zip) 2. Trans- action Execution Date Date, (Month/Day/ Year) (Month/Day/	thy R. Trinity (First) (Middle) 3. I.R.S of Reported in the second of the point of the poi	thy R. Trinity Ind (First) (Middle) 3. I.R.S. Ide of Reporting if an entity (ns Freeway if an entity ((Street) (Street) 75207 Za. Deemed action Execution Date Date, (Instr. 8) (Month/Day/ Year) Code V	Trinity Industries, In	Trinity Industries, Inc.; NYS (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) (Street) Table I Non-Derivation (Street) 75207 3. Trans- action 2. Trans- action 2A. Deemed Execution Date (Month/Day/ Year) Date, (Month/Day/ (Month/Day/	Trinity Industries, Inc.; NYSE; The second	Trinity Industries, Inc.; NYSE; TRN (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year (Street) 5. If Amendment, Date of Original (Month/Day/Year) (Street) 5. If Amendment, Date of Original (Month/Day/Year) (State) (Zip) Table I Non-Derivative Securities Acquired action Execution Date (Month/Day/ Year) 5. Amount of Securities (Instr. 3, 4 & 5) (Month/Day/ Year) Code V Amount (A) or (D) 5. Amount of Securities Owned Follow- ing Reported Transactions(s)	thy R. Trinity Industries, Inc.; NYSE; TRN Person(s) to Issuer (Checl X Director 10% Owner (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year 2/28/03 is Freeway if an entity (voluntary) 5. If Amendment, 7. Individual or (Check Applica) Chairman. Pree Executive Officient (Street) (Street) 5. If Amendment, 7. Individual or (Check Applica) 5. If Amendment, 7. Individual or (Check Applica) (y) (State) (Zip) Table I Non-Derivative Securities Acquired, Disposed of, or Benee action 2. Trans- 2A. Deemed action 3. Trans- action Code (A) or Disposed of (D) Date, Date, (Instr. 8) 5. Amount of Securities Securities Securities Securities Securities (Sign Porm: (Instr. 8) Date Date, (Month/Day/ Year) Code V Amount (A) Price (Owned Follow- or Indirect (I) (Instr. 4) Year) (Month/Day/ Year) Code V Amount (A) Price (D)			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. * If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(e.g., puts, cans, warrants, options, convertible securities)												
1. Title of	2. Conver-	3. Trans-	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature	
Derivative	sion or	action	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect	
Security	Exercise	Date	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial	
	Price of		Date,	Code	Derivati	(Malonth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership	
(Instr. 3)	Derivative	(Month/	if any		Securiti	¥ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)	
	Security	Day/	(Month/	(Instr.	Acquire	b			Following	ative		
			Day/	8)	(A) or				Reported	Security:		
			Year)		Dispose	b			Transaction(s)	Direct		
					of (D)				(Instr. 4)	(D)		

OMB APPROVAL

on 30(h) of the Investment Section 16 Filer www.section16.net

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				`	nstr. 4 &							or Indirect (I) (Instr. 4)	
			Code	V (A	.) (D)	Exer-cisable	Expira- tion Date		Amount or Number of Shares				
Trinity Stock Units	1 - for - 1	02/28/03	A	9	2	(1)		Common Stock	92	16.21	34,019	Ι	by Trust

Explanation of Responses:

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

By: /s/ <u>Michael G. Fortado</u> For: Timothy R. Wallace **Signature of Reporting Person <u>03/03/03</u> Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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