GENDELL JEFFREY L ET AL

Form 4

October 03, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

January 31, Expires: 2005

OMB APPROVAL

Estimated average 0.5

burden hours per response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

TRINITY INDUSTRIES INC [TRN]

Symbol

(Middle)

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

GENDELL JEFFREY L ET AL

See Instruction

55 RAILROAD AVENUE		· ·	(Month/Day/Year) 09/25/2008				Director 10% Owner Officer (give titleX Other (specify below) Former 10% Owner			
						6. Individual or Joint/Group Filing(Check Applicable Line)				
GREENW	TCH, CT 06830		-				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip) 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. Transactic Code (Instr. 8)	4. Securities on Disposed (Instr. 3, 4 an	of (D)	red (A)	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)	
Common Stock	09/30/2008		S	791,600	D (3)	\$ 25.45	8,859,140	I	See Footnotes (1) (2)	
Common Stock	10/01/2008		S	458,300	D (3)	\$ 25.39	8,400,840	I	See Footnotes (1) (2)	
Common Stock	10/02/2008		S	1,280,317	D (3)	\$ 21.01	7,120,523	I	See Footnotes (1) (2)	
Common Stock	10/03/2008		S	3,170,900	D (3)	\$ 21.24	3,949,623	I	See Footnotes	

(1)(2)

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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date Exercisable	Expiration Date			
									Number	
				G 1 17	(A) (D)				of	
				Code V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GENDELL JEFFREY L ET AL 55 RAILROAD AVENUE GREENWICH, CT 06830

Former 10% Owner

Signatures

By: /s/ Jeffrey L. Gendell

10/03/2008

**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 Reporting Person is the managing member of Tontine Capital Management, L.L.C. ("TCM"), a Delaware limited liability company, the general partner of Tontine 25 Overseas Master Fund, L.P. ('T-25"), a Cayman Islands partnership. The Reporting Person is also the managing member of Tontine Management, L.L.C. ("TM"), a Delaware limited liability company, the general partner of Tontine Partners,

(1) L.P. ("TP"), a Delaware limited partnership. The Reporting Person is also the managing member of Tontine Overseas Associates, L.L.C. ("TOA"), a Delaware limited liability company, the investment adviser to Tontine Overseas Fund, Ltd. ("TOF"), a Cayman Islands corporation, T-25 and certain managed accounts.

Reporting Owners 2

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- The Reporting Person directly owns 0 shares of the Common Stock. TCM, TM and TOA directly own 0 shares of Common Stock. T-25 directly owns 306,300 shares of Common Stock. TP directly owns 2,800,033 shares of Common Stock. TOF directly owns 682,640 shares of Common Stock. The separately managed accounts directly own 160,650 shares of Common Stock. All of the foregoing shares
- (2) of Common Stock may be deemed to be beneficially owned by the Reporting Person. The Reporting Person disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by the Reporting Person or representing the Reporting Person's pro rata interest in, and interest in the profits of, TCM, T-25, TM, TP, TOA, TOF and the separately managed accounts.
- (3) Common Stock sold by TP and TOF.

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.