TRINITY INDUSTRIES INC

Form 4 May 17, 2006

FORM 4

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

Check this box

if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

1(b).

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

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 *

GAFFORD RONALD J

(Last) (First) (Middle)

2525 STEMMONS FREEWAY

(Street)

DALLAS, TX 75207

1.Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

TRINITY INDUSTRIES INC [NYSE/TRN]

3. Date of Earliest Transaction

(Month/Day/Year) 05/15/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

5. Amount of

Securities

Owned

Beneficially

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

(City) (State)

(Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if TransactionAcquired (A) or

Code (Month/Day/Year) (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Reported (A) or (Instr. 3 and 4) Code V Amount (D) Price

Following Transaction(s)

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 (Month/Day/Year) Transaction of Derivative Expiration Date Derivative Conversion Execution Date, if Security or Exercise any

Code Securities 6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pric **Underlying Securities** (Instr. 3 and 4)

7. Nature of

Ownership

(Instr. 4)

Indirect

Deriva Securi

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(Instr. 3)	Price of Derivative Security	(Mor	(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of					(Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Trinity Stock Units	\$ 0	05/15/2006		A		1,500		<u>(1)</u>	<u>(1)</u>	Common Stock	1,500	\$ (

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GAFFORD RONALD J

2525 STEMMONS FREEWAY X

DALLAS, TX 75207

Signatures

Michael G. Fortado For: Ronald J. 05/17/2006

**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) Restricted Stock Units granted pursuant to Trinity Industries, Inc. Stock Option & Incentive Plan. Distribution is 1 for 1 in Trinity Stock after Director's termination. Units vest on the 1st business day immediately preceding the 2007 Annual Meeting of Stockholders.

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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