

TRINITY INDUSTRIES INC

Form 4

August 09, 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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
McWhirter William A

2. Issuer Name **and** Ticker or Trading
Symbol
TRINITY INDUSTRIES INC
[NYSE/TRN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
2525 STEMMONS FREEWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/07/2006

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr. VP & CFO

DALLAS, TX 75207

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____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. 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 | | | | | 628 | I | | 401k Plan | |
| Common Stock | 08/07/2006 | | M | | 2,454 | A | \$ 18.94 | 140,147 ⁽¹⁾ | D |
| Common Stock | 08/07/2006 | | M | | 3,600 | A | \$ 17.94 | 143,747 | D |
| Common Stock | 08/07/2006 | | S | | 9,654 | D | \$ 35.6 | 134,093 | D |
| Common Stock | 08/07/2006 | | M | | 5,400 | A | \$ 11.3333 | 139,493 | D |

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Common Stock 08/07/2006 M 2,048 A \$ 18.94 141,541 D

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

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SEC 1474
(9-02)

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 35.3333 (7) | | | | | (3) 03/12/2008 | Common Stock | 1,500 (7) |
| Employee Stock Option (right to buy) | \$ 11.3333 (6) | 08/07/2006 | | M | 5,400 | (2) 05/29/2013 | Common Stock | 16,200 (6) |
| Employee Stock Option (right to buy) | \$ 18.94 (4) | 08/07/2006 | | M | 4,502 | (2) 05/10/2014 | Common Stock | 18,001 (4) |
| Employee Stock Option (right to buy) | \$ 17.94 (5) | 08/07/2006 | | M | 3,600 | (2) 05/09/2015 | Common Stock | 18,000 (5) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

McWhirter William A
2525 STEMMONS FREEWAY
DALLAS, TX 75207

Sr. VP & CFO

Signatures

William A.
McWhirter

08/09/2006

__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) On May 26, 2006, the common stock of Trinity Industries, Inc. split 3-for-2, resulting in the reporting person's ownership of 45,897 additional shares of common stock.
- (2) 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.
- (3) Option Term is Ten Years. Options vest over 4 years at twenty-five percent (25%) per year beginning on the first anniversary of the grant date.
- (4) This option was previously reported as covering 12,000 shares at an exercise price of \$28.41 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.
- (5) This option was previously reported as covering 12,000 shares at an exercise price of \$26.91 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.
- (6) This option was previously reported as covering 10,800 shares at an exercise price of \$17.00 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.
- (7) This option was previously reported as covering 1,000 shares at an exercise price of \$53.00 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.

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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