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TRINITY INDUSTRIES INC Form 5 Januar FO

Form 5 January 16,	2007										
•									OMB A	PPROVAL	
FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMP	3235-0362		
Check th no longer			Washington, D.C. 20549					Expires:	January 31, 2005		
to Section Form 4 o 5 obligati may cont	r Form ANN ions inue.		ATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated burden hou response	average urs per	
See Instruction 1(b).Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,Form 3 Holdings ReportedForm 17(a) of the Public Utility Holding Company Act of 1935 or SectionForm 430(h) of the Investment Company Act of 1940Transactions ReportedForm 4											
1. Name and Address of Reporting Person <u>*</u> RICE S THEIS			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)	3. Statement for Issuer's Fiscal Year En (Month/Day/Year) 12/31/2006			ear End	ded	Director X Officer (gi below)		% Owner her (specify	
2525 STEN	MONS FREEW	ΆΥ							vice i resident		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Reporting			
						(check applicable line)					
DALLAS, A	TX 75207							_X_ Form Filed b Form Filed by Person	, , , , , ,		
(City)	(State)	(Zip)	Tal	ole I - Non-De	rivative Se	ecuriti	es Acq	uired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution Date, if Transaction		Acquired (A) orSecuritiesFDisposed of (D)Beneficially(I(Instr. 3, 4 and 5)Owned at endI		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)					

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

Persons who respond to the collection of information SEC 2270 contained in this form are not required to respond unless (9-02) 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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Pri
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	ð		(Instr

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	Derivative Security				Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0	Â	Â	Â	Â	Â	(1)	(1)	Common Stock	600	

Reporting Owners

Reporting Owner Name / Address	Relationships							
I G T T T T T T T	Director	10% Owner	Officer	Other				
RICE S THEIS 2525 STEMMONS FREEWAY DALLAS, TX 75207	Â	Â	Vice President	Â				
Signatures								
Michael G. Fortado For: S. Theis Rice	01/15/2007							
**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).

Restricted Stock Units granted pursuant to Trinity Industries, Inc. Stock Option & Incentive Plan. Units vest in varying percentages(1) beginning on the 3rd anniversary date of the grant with 100% vesting on the 5th anniversary date of the grant. Distribution is 1 for 1 in Trinity Stock on each vesting date.

(2) On May 26, 2006, the common stock of Trinity Industries, Inc. split 3-for-2, resulting in the reporting person's ownership of 200 additional restricted stock units.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.