GAFFORD RONALD J

Form 4

January 06, 2009

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

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

SECURITIES

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * GAFFORD RONALD J

2. Issuer Name and Ticker or Trading

Symbol

TRINITY INDUSTRIES INC

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

[NYSE/TRN]

(Middle) 3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

2525 STEMMONS FREEWAY

(First)

(Street)

(Month/Day/Year) 01/02/2009

4. If Amendment, Date Original

below)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

DALLAS, TX 75207

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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)

7. Title and Amount of 8. Price 1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and Transaction of Derivative Expiration Date **Underlying Securities** Derivative Conversion (Month/Day/Year) Execution Date, if Deriva (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Code Securities Securi any

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year	(Instr. 8)	(A) or Dispos (D)	Disposed of (D) (Instr. 3, 4,				(Instr.	
			Code V	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Trinity Phantom Stock Units	\$ 0	01/02/2009	A	1,359)	<u>(1)</u>	<u>(1)</u>	Common Stock	1,359	\$ 17

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GAFFORD RONALD J 2525 STEMMONS FREEWAY X DALLAS, TX 75207

Signatures

Paul M. Jolas For: Ronald J. 01/06/2009

**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 Trinity Phantom Stock Units were accrued under the Trinity Industries, Inc. Deferred Plan for Directors Fees. Stock units are

(1) converted at "1 - for - 1" (a rate of one stock unit per one share of Trinity common stock). Settlement of the account will be in cash after the reporting person's retirement.

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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