TRINITY INDUSTRIES INC

Form 5

February 12, 2015

FORM 5

OMB APPROVAL

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

Number:

OMB

Expires:

3235-0362 January 31,

2005

no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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response...

1.0

may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Transactions Reported

SHIVE DUNIA A

(Last)

Form 4

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

TRINITY INDUSTRIES INC

3. Statement for Issuer's Fiscal Year Ended

(Check all applicable)

[NYSE/TRN]

(Middle)

X Director 10% Owner

(Month/Day/Year)

12/31/2014

below)

Officer (give title Other (specify below)

2525 N. STEMMONS FREEWAY

(First)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Reporting

Filed(Month/Day/Year)

(check applicable line)

DALLAS, TXÂ 75207

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

(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. Transaction Code (Instr. 8)

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned at end of Issuer's

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

or

(A) Amount (D) Price

Fiscal Year (Instr. 3 and 4)

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

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SEC 2270 (9-02)

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)	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			(Instr

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Derivative Securities Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Expiration Title (A) (D) Date Amount Exercisable Date or Number of Shares Restricted Common 4,990 Â Â \hat{A} \hat{A} \hat{A} \hat{A} (1)\$0 \hat{A} $\underline{(1)}$ Stock Stock (2)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SHIVE DUNIA A

2525 N. STEMMONS FREEWAY Â X Â Â

DALLAS, TXÂ 75207

Signatures

Units

Mary E. Henderson For: Dunia A. Shive 02/12/2015

**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.
- (2) On June 5, 2014, the common stock of Trinity Industries, Inc. split 2-for-1, resulting in the reporting person's ownership of 2,495 additional 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.

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