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

Check this box

if no longer subject to Section 16. Form 4 or

obligations

may continue.

See Instruction 1(b).

(Last)

Security

(Instr. 3)

Form 5

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

(Print or Type Responses)

1. Name and Address of Reporting Person * ADAMS JOHN L

(First)

2525 N. STEMMONS FREEWAY

Symbol TRINITY INDUSTRIES INC [NYSE/TRN]

2. Issuer Name and Ticker or Trading

(Middle)

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

05/05/2014

(Street)

Filed(Month/Day/Year)

Execution Date, if

(Month/Day/Year)

any

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

below)

X Director

Officer (give title

Issuer

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

below)

10% Owner

Other (specify

Person

5. Amount of

Securities

Beneficially

DALLAS, TX 75207

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

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

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5) (Instr. 8)

(A)

or

Owned Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

6. Ownership 7. Nature of Indirect Form: Direct (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

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January 31,

2005

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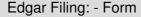
response...

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



	Derivative Security				(A) or Disposed (D) (Instr. 3, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Trinity Stock Units	\$ 0	05/05/2014	A		1,682		<u>(1)</u>	<u>(1)</u>	Common Stock	1,682	\$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ADAMS JOHN L
2525 N. STEMMONS FREEWAY X
DALLAS, TX 75207

Signatures

Mary E. Henderson For: John L. Adams 05/06/2014

**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 the Second Amended and Restated Trinity Industries, Inc. 2004 Stock Option and Incentive

(1) Plan Distribution is 1 for 1 in Trinity Stock after Director's termination. Units yest on the 1st business day immediately preceding the

(1) Plan. Distribution is 1 for 1 in Trinity Stock after Director's termination. Units vest on the 1st business day immediately preceding the 2015 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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