TRINITY INDUSTRIES INC

Form 4

October 04, 2005

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

GRUM CLIFFORD J

(Last) (First) (Middle)

2525 STEMMONS FREEWAY

(Street)

DALLAS, TX 75207

1.Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

TRINITY INDUSTRIES INC [NYSE/TRN]

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

09/30/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

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)

10% Owner

Other (specify

Person

(City)

(State) (Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

3. Execution Date, if TransactionAcquired (A) or Code

(Instr. 8) (Month/Day/Year)

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

Following Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned Ownership (I)

(Instr. 4) (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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 (9-02)

information contained in this form are not 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)

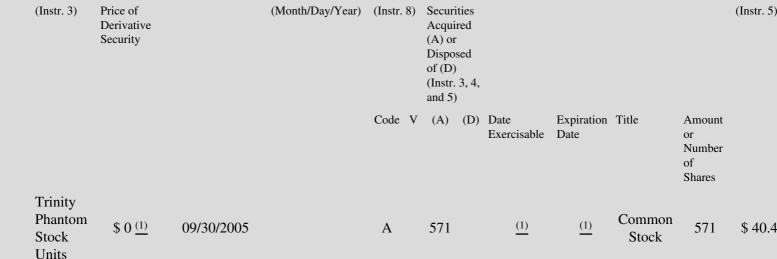
1. Title of 3. Transaction Date 3A. Deemed Derivative (Month/Day/Year) Execution Date, if Conversion Security or Exercise any

5. Number 6. Date Exercisable and **Expiration Date** Transactionof Derivative (Month/Day/Year) Code

7. Title and Amount of 8. Price **Underlying Securities** Derivati (Instr. 3 and 4) Security

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GRUM CLIFFORD J

2525 STEMMONS FREEWAY X

DALLAS, TX 75207

Signatures

Michael G. Fortado For: Clifford J.
Grum
10/03/2005

**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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