## Edgar Filing: TRINITY INDUSTRIES INC - Form 4

TRINITY I Form 4 October 02	NDUSTRIES INC , 2012	C								
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FOR	UNITED	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0287	
if no lo	this box			Expires:	January 31,					
subject Section Form 4	to <b>SIAIEN</b> 16.	MENT OF	Estimated burden hou response	urs per						
Form 5 obligati may co <i>See</i> Ins 1(b).	ntinue. Section 17(	(a) of the F	Public U	tility Hol	ding Co		nge Act of 1934 t of 1935 or Secti 1940			
(Print or Type	e Responses)									
1. Name and ROCK DC		Symbol	er Name <b>an</b> o FY INDU		-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			[NYSE	/TRN]			(Ch	eck an applicabl	2)	
(Last) (First) (Middle) 2525 STEMMONS FREEWAY			3. Date of Earliest Transaction (Month/Day/Year) 09/30/2012				X_ Director 10% Owner Officer (give title Other (specify below) below)			
	(Street)		4 If Am	andmant D	ata Oniain	-1	6 Individual on	Loint/Caoun Eili	n a (Chaala	
(Succi)				endment, D onth/Day/Yea	-	ai	<ol> <li>6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person</li> </ol>			
DALLAS,	TX 75207							More than One R		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	e Securities A	Acquired, Disposed	of. or Beneficia	llv Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)		ties l (A) or l of (D)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect	
			y/ 1 car)	Code V	<b>x</b> ,	(A) or (D) Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
D 1 D		C 1 1	c							
Keminder: Ro	eport on a separate line	e for each cla	ass of sec	urities bene	Perso infor requi	ons who re nation con red to resp ays a curre	or indirectly. spond to the collect tained in this forr ond unless the fo ently valid OMB co	n are not orm	SEC 1474 (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. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security	Derivative		(Instr.	(Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Instr. 5)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Trinity Phantom Stock Units	\$ 0	09/30/2012		A		856		(1)	(1)	Common Stock	856	\$ 29.9

## **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
ROCK DOUGLAS L 2525 STEMMONS FREEWAY DALLAS, TX 75207	Х			
Signatures				
Mary E. Henderson For: Douglas Rock	s L.	10/02/2	2012	
<u>**</u> 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.