TRINITY INDUSTRIES INC

Form 4 July 05, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

SECURITIES

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading NATALICIO DIANA S

Symbol

TRINITY INDUSTRIES INC

[NYSE/TRN]

3. Date of Earliest Transaction

(Month/Day/Year)

2525 STEMMONS FREEWAY

(Middle)

(Zip)

(Street) Filed(Month/Day/Year)

below) 06/30/2006 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line)

> _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

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Person

Issuer

_X__ Director

Officer (give title

DALLAS, TX 75207

(First)

(State)

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 3. 4. Securities Acquired (A) Execution Date, if Transaction Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)			(D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	06/30/2006		M	14,115	A	\$ 17.0667	19,365	D	
Common Stock	06/30/2006		M	7,500	A	\$ 22	26,865	D	
Common Stock	06/30/2006		M	7,500	A	\$ 28.625	34,365	D	
Common Stock	06/30/2006		S	29,115	D	\$ 38.0967	5,250 <u>(3)</u>	D	

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Trinity Phantom Stock Units	\$ 0 (1)	06/30/2006		A	390		<u>(1)</u>	<u>(1)</u>	Common Stock	390
Stock Option (right to buy)	\$ 17.0667 (4)	06/30/2006		M		14,115	03/13/1997	03/13/2007	Common Stock	14,115 (4)
Stock Option (right to buy)	\$ 22 (5)	06/30/2006		M		7,500	07/16/1997	07/16/2007	Common Stock	7,500 (5)
Stock Option (right to buy)	\$ 28.625 (<u>6)</u>	06/30/2006		M		7,500	07/17/1998	07/17/2008	Common Stock	7,500 (6)

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
NATALICIO DIANA S 2525 STEMMONS FREEWAY DALLAS, TX 75207	X						

Signatures

Michael G. Fortado For: Diana S. 07/05/2006 Natalicio

**Signature of Reporting Person Date

Reporting Owners 2

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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.
- (2) On May 26, 2006, the common stock of Trinity Industries, Inc. split 3-for-2, resulting in the reporting person's ownership of 8,822 Additional Stock Units.
- (3) On May 26, 2006, the common stock of Trinity Industries, Inc. split 3-for-2, resulting in the reporting person's ownership of 1,750 additional shares of common stock.
- (4) This option was previously reported as covering 9,410 shares at an exercise price of \$25.60 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.
- (5) This option was previously reported as covering 5,000 shares at an exercise price of \$33.00 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.
- (6) This option was previously reported as covering 5,000 shares at an exercise price of \$42.9375 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.

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.