

TRINITY INDUSTRIES INC  
Form 4  
December 06, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

2. Issuer Name and Ticker or Trading Symbol  
TRINITY INDUSTRIES INC  
[NYSE/TRN]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
2525 STEMMONS FREEWAY  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/05/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)

DALLAS, TX 75207  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock					4,500 <sup>(1)</sup>	I	Shares are owned by Deerfield Corporation of which Reporting Person is an owner.
Common Stock	12/05/2006		M	14,115 A	\$ 18.6 14,115	D	

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

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(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 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 Shares
Restricted Stock Units	\$ 0					(2)	(2)	Common Stock	5,250 (3)
Stock Option (right to buy)	\$ 18.6 (4)	12/05/2006		M	14,115	(5)	12/12/2006	Common Stock	14,115 (4)
Stock Option (right to buy)	\$ 15.3333 (8)					(6)	04/03/2010	Common Stock	7,500 (8)
Stock Option (right to buy)	\$ 12.6333 (9)					(6)	04/02/2011	Common Stock	7,500 (9)
Stock Option (right to buy)	\$ 14.3 (10)					(6)	05/13/2012	Common Stock	7,500 (10)
Stock Option (right to buy)	\$ 22 (11)					(5)	07/16/2007	Common Stock	7,500 (11)
Stock Option (right to buy)	\$ 28.625 (12)					(7)	07/17/2008	Common Stock	7,500 (12)
						(6)	07/21/2009		



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- (8) This option was previously reported as covering 5,000 shares at an exercise price of \$23.00 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.
- (9) This option was previously reported as covering 5,000 shares at an exercise price of \$18.95 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.
- (10) This option was previously reported as covering 5,000 shares at an exercise price of \$21.45 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.
- (11) 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.
- (12) 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.
- (13) This option was previously reported as covering 5,000 shares at an exercise price of \$33.1875 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.
- (14) This option was previously reported as covering 5,000 shares at an exercise price of \$17.00 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.
- (15) This option was previously reported as covering 2,500 shares at an exercise price of \$28.41 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.
- (16) This option was previously reported as covering 2,500 shares at an exercise price of \$26.91 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.

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