

TRINITY INDUSTRIES INC
Form 4
May 18, 2011

FORM 4

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

OMB APPROVAL

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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 *
McWhirter William A

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)
05/18/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

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 Ownership (Instr. 4)
				(A) or (D)	Amount		
Common Stock					1,152	I	401k Plan
Common Stock	05/18/2011		S		14,889	D	
					\$ 32.7		
					174,457	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)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns: 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), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 5), 10. Reporting Person's Relationship to the Issuer (Instr. 3), 11. Date of Reporting Person's Acquisition or Disposition of Derivative Security (Instr. 3), 12. Date of Issuer's Acquisition or Disposition of Derivative Security (Instr. 3), 13. Date of Issuer's Issuance of Derivative Security (Instr. 3), 14. Date of Issuer's Cancellation of Derivative Security (Instr. 3), 15. Date of Issuer's Conversion of Derivative Security (Instr. 3), 16. Date of Issuer's Exercise of Derivative Security (Instr. 3), 17. Date of Issuer's Redemption of Derivative Security (Instr. 3), 18. Date of Issuer's Maturity of Derivative Security (Instr. 3), 19. Date of Issuer's Termination of Derivative Security (Instr. 3), 20. Date of Issuer's Other Action of Derivative Security (Instr. 3), 21. Date of Issuer's Other Action of Derivative Security (Instr. 3), 22. Date of Issuer's Other Action of Derivative Security (Instr. 3), 23. Date of Issuer's Other Action of Derivative Security (Instr. 3), 24. Date of Issuer's Other Action of Derivative Security (Instr. 3), 25. Date of Issuer's Other Action of Derivative Security (Instr. 3), 26. Date of Issuer's Other Action of Derivative Security (Instr. 3), 27. Date of Issuer's Other Action of Derivative Security (Instr. 3), 28. Date of Issuer's Other Action of Derivative Security (Instr. 3), 29. 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Date of Issuer's Other Action of Derivative Security (Instr. 3), 100. Date of Issuer's Other Action of Derivative Security (Instr. 3).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry: McWhirter William A, 2525 STEMMONS FREEWAY, DALLAS, TX 75207, Senior Vice President.

Signatures

William A. McWhirter, 05/18/2011, 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).
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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