

TRINITY INDUSTRIES INC  
Form 4  
January 02, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
**WALLACE TIMOTHY R**

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)  
**12/31/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman, CEO & 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					1,788	I	
							401k Plan
Common Stock					57,688	I	
							By 2525 Investments LP, a Limited Partnership
Common Stock	12/31/2008		F		95,768 (1)	D	\$ 15.76
Common Stock	01/01/2009		F		11,792 (1)	D	\$ 15.76
					1,028,851	D	
					1,017,059	D	

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Common Stock 01/02/2009 F 20,775 (1) D \$ 17.09 996,284 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 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 Beneficially Owned (Instr. 3 and 4)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALLACE TIMOTHY R 2525 STEMMONS FREEWAY DALLAS, TX 75207	X		Chairman, CEO & President	

## Signatures

Paul M. Jolas for: Timothy R. Wallace  
Date: 01/02/2009

\*\*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 reporting person turned 55 years old in December 2008 and, as a result, met the definition for early retirement (i) on December 31, 2008 with respect to 262,750 shares of restricted stock, (ii) on January 1, 2009 with respect to 31,200 shares of restricted stock and (iii) on January 2, 2009 with respect to 57,000 shares of restricted stock. The personal income tax associated with the lapse of substantial risk of forfeiture with respect to those shares is being satisfied by the reporting person through surrender of restricted shares or mature directly owned shares based on the appropriate federal income and payroll tax rates currently applicable.

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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