

TRINITY INDUSTRIES INC  
Form 4  
August 10, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**LEE JOHN M**

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

**DALLAS, TX 75207**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**08/08/2005**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	(A) or (D)	Price
Common Stock	08/08/2005		M		8,333	A	\$ 23
Common Stock	08/08/2005		M		3,381	A	\$ 18.95
Common Stock	08/08/2005		M		3,335	A	\$ 21.71
Common Stock	08/08/2005		S		15,049	D	\$ 37.38
Common Stock	08/08/2005		F		7,148	D	\$ 36.71

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Common Stock	08/08/2005	M	5,019	A	\$ 25.11	27,710	D
Common Stock	08/08/2005	M	5,029	A	\$ 21.71	32,739	D
Common Stock	08/08/2005	M	1,602	A	\$ 17	34,341	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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 25.11	08/08/2005		M	5,019	<u>(1)</u>	03/21/2007	Common Stock	5,019
Stock Option (right to buy)	\$ 23	08/08/2005		M	8,333	<u>(2)</u>	04/03/2010	Common Stock	10,000
Stock Option (right to buy)	\$ 18.95	08/08/2005		M	3,381	<u>(2)</u>	04/02/2011	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 21.71	08/08/2005		M	8,364	<u>(2)</u>	05/09/2012	Common Stock	10,000
Stock Option	\$ 17	08/08/2005		M	1,602	<u>(1)</u>	05/29/2013	Common Stock	8,010

(right to  
buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEE JOHN M 2525 STEMMONS FREEWAY DALLAS, TX 75207			Vice President	

## Signatures

Michael G. Fortado For: John  
M. Lee  
08/10/2005

\_\_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).
- (1) Option Term is Ten Years. Options vest over 5 years at twenty percent (20%) per year beginning on the first anniversary of the grant date.
- (2) Option Term is Ten Years. Options vest over 3 years at thirty-three & one-third percent (33 1/3%) per year beginning on the first anniversary of the grant date.

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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