

TRINITY INDUSTRIES INC
Form 5
January 08, 2007

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
GAFFORD RONALD 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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

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

2525 STEMMONS FREEWAY

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

DALLAS, TX 75207

(City) (State) (Zip)

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) (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|

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

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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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|

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| | Derivative Security | | | | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|---------------------|-----|-----|-----|---|-----|------------------|-----------------|--------------|----------------------------|
| | (A) | (D) | (A) | (D) | (A) | (D) | | | | |
| Trinity Stock Units | \$ 0 | ^ | ^ | ^ | ^ | ^ | ^ (1) | ^ (1) | Common Stock | 1,500 |
| Trinity Stock Units | \$ 0 | ^ | ^ | ^ | ^ | ^ | ^ (1) | ^ (1) | Common Stock | 1,500 |
| Trinity Stock Units | \$ 0 | ^ | ^ | ^ | ^ | ^ | ^ (2) | ^ (2) | Common Stock | 2,250 |
| Stock Option (right to buy) | \$ 18.5417 (5) | ^ | ^ | ^ | ^ | ^ | 12/09/1999 | 12/09/2009 | Common Stock | 11,250 |
| Stock Option (right to buy) | \$ 15.3333 (6) | ^ | ^ | ^ | ^ | ^ | 04/03/2000 | 04/03/2010 | Common Stock | 7,500 |
| Stock Option (right to buy) | \$ 18.94 (7) | ^ | ^ | ^ | ^ | ^ | 05/10/2004 | 05/10/2014 | Common Stock | 3,750 |
| Stock Option (right to buy) | \$ 17.94 (8) | ^ | ^ | ^ | ^ | ^ | 05/09/2005 | 05/09/2015 | Common Stock | 3,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GAFFORD RONALD J 2525 STEMMONS FREEWAY DALLAS, TX 75207 | ^ X | ^ | ^ | ^ |

Signatures

Michael G. Fortado For: Ronald J.
Gafford

01/08/2007

__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) Restricted Stock Units granted pursuant to Trinity Industries, Inc. Stock Option & Incentive Plan. Distribution is 1 for 1 in Trinity Stock after Director's termination.
- (2) Restricted Stock Units granted pursuant to Trinity Industries, Inc. Stock Option & Incentive Plan. Distribution is 1 for 1 in Trinity Stock after Director's termination. Units vest on the 1st business day immediately preceding the 2007 Annual Meeting of Stockholders.
- (3) On May 26, 2006, the common stock of Trinity Industries, Inc. split 3-for-2, resulting in the reporting person's ownership of 500 additional restricted stock units.
- (4) On May 26, 2006, the common stock of Trinity Industries, Inc. split 3-for-2, resulting in the reporting person's ownership of 750 additional Trinity stock units.
- (5) This option was previously reported as covering 7,500 shares at an exercise price of \$27.8125 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 \$23.00 per share, but was adjusted to reflect the stock split that occurred on May 26, 2006.
- (7) 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.
- (8) 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 provided 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.