

TRINITY INDUSTRIES INC
Form 3
March 15, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â McWhirter William A		(Month/Day/Year)	TRINITY INDUSTRIES INC [NYSE/TRN]	
(Last)	(First)	(Middle)	03/14/2005	
2525 STEMMONS FREEWAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
DALLAS,Â TXÂ 75207			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			VP & CFO	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	357	I	401(k) Plan
Common Stock	45,022	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Trinity Stock Units	Â (1)	Â (1)	Common Stock	4,098	\$ (1)	I	by Trust
Employee Stock Option (right to buy)	Â (3)	03/12/2008	Common Stock	1,000	\$ 53	D	Â
Employee Stock Option (right to buy)	Â (3)	12/07/2008	Common Stock	3,000	\$ 39.3125	D	Â
Employee Stock Option (right to buy)	Â (3)	10/29/2009	Common Stock	8,000	\$ 29.4375	D	Â
Employee Stock Option (right to buy)	Â (4)	05/09/2012	Common Stock	6,665	\$ 21.71	D	Â
Employee Stock Option (right to buy)	Â (2)	05/29/2013	Common Stock	14,400	\$ 17	D	Â
Employee Stock Option (right to buy)	Â (2)	05/10/2014	Common Stock	15,000	\$ 28.41	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	5,000	\$ (5)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McWhirter William A 2525 STEMMONS FREEWAY DALLAS, TX 75207	Â	Â	Â VP & CFO	Â

Signatures

William A.
McWhirter

03/15/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 Trinity Stock Units were accrued under the Trinity Industries, Inc. Supplemental Profit Sharing Plan and will be settled upon the
- (1) reporting person's retirement or other termination of service or earlier for in service distributions under limited circumstances as provided by the plan. Stock Units convert at a ratio of 1 to 1.
 - (2) 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.
 - (3) Option Term is Ten Years. Options vest over 4 years at twenty-five percent (25%) per year beginning on the first anniversary of the grant date.
 - (4)

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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.

Restricted Stock Units granted pursuant to Trinity Industries, Inc. Stock Option & Incentive Plan. Units vest in varying percentages

- (5) beginning on the 3rd anniversary date of the grant with 100% vesting by the 5th anniversary date of the grant. Distribution is 1 for 1 in Trinity Stock on each vesting date or later if elected by grantee.

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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