

GENDELL JEFFREY L ET AL
Form 4
October 03, 2008

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 *
GENDELL JEFFREY L ET AL

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
55 RAILROAD AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/25/2008

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

GREENWICH, CT 06830

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

(City) (State) (Zip)

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	09/30/2008		S		791,600	D (3)	\$ 25.45	8,859,140 I	See Footnotes (1) (2)
Common Stock	10/01/2008		S		458,300	D (3)	\$ 25.39	8,400,840 I	See Footnotes (1) (2)
Common Stock	10/02/2008		S		1,280,317	D (3)	\$ 21.01	7,120,523 I	See Footnotes (1) (2)
Common Stock	10/03/2008		S		3,170,900	D (3)	\$ 21.24	3,949,623 I	See Footnotes

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- The Reporting Person directly owns 0 shares of the Common Stock. TCM, TM and TOA directly own 0 shares of Common Stock. T-25 directly owns 306,300 shares of Common Stock. TP directly owns 2,800,033 shares of Common Stock. TOF directly owns 682,640 shares of Common Stock. The separately managed accounts directly own 160,650 shares of Common Stock. All of the foregoing shares
- (2) of Common Stock may be deemed to be beneficially owned by the Reporting Person. The Reporting Person disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by the Reporting Person or representing the Reporting Person's pro rata interest in, and interest in the profits of, TCM, T-25, TM, TP, TOA, TOF and the separately managed accounts.
 - (3) Common Stock sold by TP and TOF.

Note: File three copies of this Form, one of which must be manually signed. If space 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.