

TRINITY INDUSTRIES INC
Form 4
August 27, 2014

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 *
BIEGLER DAVID W

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 N. STEMMONS FREEWAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/27/2014

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

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/27/2014		M	7,500 A \$ 8.97	12,300 ⁽¹⁾	D	
Common Stock	08/27/2014		S	7,500 D \$ 48.8	4,800	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)

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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 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
Restricted Stock Units	\$ 0					(2) (2)	Common Stock	69,276 (3)
Stock option (right to buy)	\$ 8.97 (4)	08/27/2014		M	7,500	(5) 05/09/2015	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIEGLER DAVID W 2525 N. STEMMONS FREEWAY DALLAS, TX 75207	X			

Signatures

Mary E. Henderson For: David W. Biegler 08/27/2014

__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) On June 5, 2014, the common stock of Trinity Industries, Inc. split 2-for-1, resulting in the reporting person's ownership of 2,400 additional shares of common stock.
- (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.
- (3) On June 5, 2014, the common stock of Trinity Industries, Inc. split 2-for-1, resulting in the reporting person's ownership of 34,638 additional stock units.
- (4) This option was previously reported as covering 3,750 shares at an exercise price of \$17.94 per share, but was adjusted to reflect the stock split that occurred on June 5, 2014.
- (5) Option Term is Ten Years. Options vest on the grant date.

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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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