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TRINITY II Form 4 October 01,	NDUSTRIES INC 2013	2								
FORM	ЛЛ								PPROVAL	
	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							3235-0287	
Check tl if no lon subject t Section Form 4 d	ger STATEN 16.	x STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI SECURITIES						Expires: F Estimated a burden hou response	irs per	
Form 5 obligation may con <i>See</i> Instr 1(b).	tinue. Section 17	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 <u>*</u> Lovett Melendy E			2. Issuer Name and Ticker or Trading Symbol TRINITY INDUSTRIES INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			[NYSE/TRN]				(check an appleable)			
(Last) (First) (Middle) 2525 STEMMONS FREEWAY			3. Date of Earliest Transaction (Month/Day/Year) 09/30/2013				XDirector10% Owner Officer (give titleOther (specify below)Other (specify			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
DALLAS,	TX 75207						Form filed by Person	y More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any (Month/Day	Date, if TransactionAcqui Code Dispo		Disposed (Instr. 3, 4	(A) or of (D)	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)	
Reminder: Re	port on a separate line	e for each cla	ss of seci				or indirectly.			
	est on a separate mit				Perso inforn requir	ns who res nation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the for ntly valid OMB co	m are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)) (Instr. 8)	(Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Instr. 5)
			Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Trinity Phantom Stock Units	\$ 0	09/30/2013	А	617		<u>(1)</u>	(1)	Common Stock	617	\$ 45.3

Reporting Owners

Reporting Owner Name / Address						
	Director	10% Owner	Officer	Other		
Lovett Melendy E 2525 STEMMONS FREEWAY DALLAS, TX 75207	Х					
Signatures						
Mary E. Henderson For: Melendy Lovett	y E.	10/01/2013				
**Signature of Reporting Person	Da					

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).

The Trinity Phantom Stock Units were accrued under the Trinity Industries, Inc. Deferred Plan for Directors Fees. Stock units are
 (1) converted at "1 - for - 1" (a rate of one stock unit per one share of Trinity common stock). Settlement of the account will be in cash after the reporting person's retirement.

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.