
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

March 4, 2010

Trinity Industries, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-6903

75-0225040

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

2525 Stemmons Freeway, Dallas, Texas

75207-2401

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

214-631-4420

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 4, 2010, the Board of Directors of Trinity Industries, Inc. (the "Company") elected Charles Matthews as an independent member of the Company's Board of Directors, effective immediately. Mr. Matthews has also been appointed to the Corporate Governance and Directors Nominating Committee of the Board of Directors effective immediately. Mr. Matthews will receive the Company's standard non-employee director compensation as described in the Company's Proxy Statement filed with the Securities and Exchange Commission on April 1, 2009. Mr. Matthews was awarded 3,100 restricted stock units that convert to common stock upon retirement from the Board and vest immediately prior to the 2010 Annual Meeting. Mr. Matthews has no arrangement or understanding with any person regarding his selection as a director of the Company. Mr. Matthews does not have any related person transactions with the Company reportable under Item 404(a) of Regulation S-K. The March 4, 2010 press release regarding the election of Mr. Matthews is being filed with the Current Report on Form 8-K as Exhibit 99.1.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 4, 2010, the Board of Directors of the Company amended Section 1 of Article III of the Bylaws of Trinity Industries, Inc. to increase the number of directors from ten (10) to eleven (11).

Item 9.01 Financial Statements and Exhibits.

The following are filed as exhibits to this Report:

99.1 Press release by the Company dated March 4, 2010 announcing the election of Charles Matthews as a director of the Company.

99.2 Amendment to the Company's Bylaws dated March 4, 2010, increasing the number of directors from ten (10) to eleven (11).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Trinity Industries, Inc.

By: *William A. McWhirter II*

Name: William A. McWhirter II

Title: Senior Vice President and Chief Financial Officer

March 9, 2010

Exhibit Index

Exhibit No.	Description
99.1	Press release by the Company dated March 4, 2010 announcing the election of Charles Matthews as a director of the Company
99.2	Amendment to the Company's Bylaws dated March 4, 2010, increasing the number of directors from ten (10) to eleven (11).

NEWS RELEASE

Investor Contact:

James E. Perry
Vice President, Finance and Treasurer
Trinity Industries, Inc.
214/589-8412

FOR IMMEDIATE RELEASE

Trinity Industries, Inc. Adds Charles W. Matthews to its Board of Directors

DALLAS – March 4, 2010 – Trinity Industries, Inc. (NYSE:TRN) today announced the election of Charles W. Matthews to its Board of Directors and Corporate Governance and Directors Nominating Committee, effective immediately. The Board's action expands Trinity's Board of Directors from 10 to 11 members.

“We are very pleased that Charles Matthews has joined our Board,” said Timothy R. Wallace, Trinity's Chairman, President and Chief Executive Officer. “His extensive business and legal experience at Exxon Mobil Corporation will be a tremendous asset to Trinity as we continue to expand and enhance our multi-industry platform.”

Mr. Matthews recently retired from Exxon Mobil Corporation where he worked since 1971. He was named General Counsel of the Exxon USA Law Department in 1992, and has served as General Counsel and Vice President of Exxon Mobil Corporation since 1995.

Mr. Matthews has been a National Trustee for the Southwest Region of The Boys & Girls Clubs of America. He also served on the Board of Directors of the AT&T Cotton Bowl and on the Board of the Willis M. Tate Distinguished Lecture Series at SMU. He was Chair of the University of Texas Chancellor's Council and served on the Commission of 125 that assists the University of Texas at Austin in strategic planning. He is a member of the Board of the University of Texas System Foundation. He is also a member and past Chair of the Advisory Board of the University of Houston Law Foundation.

Mr. Matthews is a 1967 graduate of the University of Texas and received a law degree from the University of Houston in 1970.

Trinity Industries, Inc., headquartered in Dallas, Texas, is a multi-industry company that owns a variety of market-leading businesses which provide products and services to the industrial, energy, transportation, and construction sectors. Trinity reports its financial results in five principal business segments: the Rail Group, the Railcar Leasing and Management Services Group, the Inland Barge Group, the Construction Products Group, and the Energy Equipment Group. For more information, visit: www.trin.net.

• END -

Amendment to the Company's Bylaws dated March 4, 2010

The first sentence of Article III, Section 1 of the Company's Bylaws was amended March 4, 2010 to read as follows:

“The number of directors of the corporation shall be eleven (11).”