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TRINITY INDUSTRIES INC
Form 8-K
February 19, 2002

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): February 15, 2002

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)	(IRS Employer Identification Number)

2525 STEMMONS FREEWAY, DALLAS, TEXAS	75207-2401
(Address of principal executive offices)	(Zip Code)

(214) 631-4420

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS

On February 15, 2002, Trinity Industries, Inc. (the "Company") announced that its wholly-owned subsidiary, Trinity Industries Leasing Company ("Trinity Leasing") completed a \$170,000,000 million private placement of secured debt securities (the "Offering"). Pass through trust certificates (the "Certificates") were issued by a pass through trust (the "Trust") formed for the purpose of consummating the Offering. As collateral for the Certificates, Trinity Leasing issued \$170 million of senior secured notes (the "Notes") to the Trust. The Notes are secured by certain of Trinity Leasing's railcars and

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related leases, and also are guaranteed by the Company.

In connection with the Offering the Company entered into a Pass Through Trust Agreement and three Indentures, which are filed as exhibits 4.1, 4.2, 4.3 and 4.4, respectively, to this Current Report on Form 8-K. A copy of the press release relating to the Offering is filed as Exhibit 99.1 to this Current Report on Form 8-K.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

[c] The following exhibits are filed with this report:

- 4.1 Pass Through Trust Agreement dated as of February 15, 2002 among Trinity Industries Leasing Company, Trinity Industries, Inc. and Wilmington Trust Company, as Trustee.
- 4.2 [A] Trust Indenture and Security Agreement dated as of February 15, 2002 among Trinity Industries Leasing Company, Trinity Industries, Inc. and The Bank of New York, as Trustee.
- 4.3 [B] Trust Indenture and Security Agreement dated as of February 15, 2002 among Trinity Industries Leasing Company, Trinity Industries, Inc. and The Bank of New York, as Trustee.
- 4.4 [C] Trust Indenture and Security Agreement dated as of February 15, 2002 among Trinity Industries Leasing Company, Trinity Industries, Inc. and The Bank of New York, as Trustee.
- 99.1 Press release, dated February 15, 2002.

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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 thereunto duly authorized.

TRINITY INDUSTRIES, INC.,
a Delaware corporation

Date: February 19, 2002

By: /s/ JIM S. IVY

Name: Jim S. Ivy
Title: Vice President and Chief Financial
Officer

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INDEX TO EXHIBITS

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