

TRINITY INDUSTRIES INC  
Form 3  
February 09, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â TRINITY INDUSTRIES INC                  |         |          | (Month/Day/Year)                     | QUIXOTE CORP [QUIX]                                |  |
| (Last)                                    | (First) | (Middle) | 02/05/2010                           | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
| 2525 STEMMONS FREEWAY                     |         |          |                                      | (Check all applicable)                             |  |
| (Street)                                  |         |          |                                      | ___ Director                                       | ___X___ 10% Owner  |
| DALLAS,Â TXÂ 75207                        |         |          |                                      | ___ Officer  | ___ Other  |
| (City)                                    | (State) | (Zip)    |                                      | (give title below)                                 | (specify below)  |
|   |         |          |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line) |
|   |         |          |                                      |  | __X__ Form filed by One Reporting Person                   |
|   |         |          |                                      |  | ___ Form filed by More than One Reporting Person           |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5)         |
|---------------------------------|---|--|---|
| Common Stock                    | 9,333,867 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | I  | By THP Merger Co. <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

Shares (I)  
(Instr. 5)

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| TRINITY INDUSTRIES INC<br>2525 STEMMONS FREEWAY<br>DALLAS, TX 75207 | Â             | Â X       | Â       | Â     |

## Signatures

SEE EXHIBIT 02/09/2010  
99.1

\*\*Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

In accordance with the Agreement and Plan of Merger (the "Merger Agreement"), dated as of December 30, 2009, by and among Trinity Industries, Inc., a Delaware corporation ("Trinity"), THP Merger Co., a Delaware corporation and previously a wholly-owned subsidiary of Trinity ("Purchaser"), and Quixote Corporation, a Delaware corporation ("Quixote"), on January 7, 2010, Purchaser commenced a cash

(1) tender offer to purchase all outstanding shares of Common Stock, par value \$0.01-2/3 per share, of Quixote (the "Shares") at a price of \$6.38 in cash, without interest thereon and less any applicable withholding taxes (the "Offer Price"), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated January 7, 2010, and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the "Offer").

The Offer expired at 12:00 midnight, New York City time, at the end of the day on Thursday, February 4, 2010 (the "Expiration Time"). Based upon information provided by the depository and the transfer agent of Quixote, as of the Expiration Time, an aggregate of 8,153,459 Shares (including 87,689 Shares subject to guarantees of delivery) were validly tendered and not withdrawn, representing

(2) approximately 87.35% of the total outstanding Shares. In total, taking into account the Shares tendered to Purchaser in the Offer and the 404,700 Shares already held by Purchaser, Purchaser held 8,558,159 Shares, representing approximately 91.69% of the total outstanding Shares. All Shares validly tendered and not properly withdrawn (including Shares tendered to the depository pursuant to the Offer's guaranteed delivery procedures) were accepted for purchase, and paid for, by Purchaser on Friday, February 5, 2010.

On Friday, February 5, 2010, pursuant to the Merger Agreement, Purchaser merged with and into Quixote in a "short-form" merger in accordance with Section 253 of the Delaware General Corporation Law (the "Merger"), with Quixote surviving as a wholly-owned subsidiary of Parent. At the effective time of the Merger, each Share not tendered in the Offer (other than Shares held in the treasury of

(3) Quixote or by Quixote's subsidiaries, Parent or Purchaser or by stockholders who properly exercise their appraisal rights in accordance with Delaware law) was converted into the right to receive the same \$6.38 in cash, without interest thereon and less any applicable withholding taxes, offered pursuant to the Offer. At the effective time of the Merger, the Shares were cancelled and ceased to exist.

Prior to the Merger, Trinity held 1,000 shares of common stock of Purchaser, par value \$1.00 per share, which shares represented all of the issued and outstanding capital stock of Purchaser. Upon the consummation of the Merger, each share of Purchaser held by Trinity

(4) converted into one share of Quixote. Purchaser's separate corporate existence ceased and Quixote survived as a direct, wholly-owned subsidiary of Parent.

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.