TREX CO INC Form 4 June 06, 2005

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person * MATHENY ROBERT G

Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

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(Last) (First)

(Middle)

TREX CO INC [TWP]

160 EXETER DRIVE

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

_X__ Director 10% Owner Other (specify

(Check all applicable)

06/02/2005

X_ Officer (give title below) Chairman and CEO

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

WINCHESTER, VA 22603-8605

(Street)

							1 013011		
(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	06/02/2005	06/02/2005	S	100	D	\$ 39.39	1,102,189 (1)	D	
Common Stock	06/02/2005	06/02/2005	S	100	D	\$ 39.48	1,102,089 (1)	D	
Common Stock	06/02/2005	06/02/2005	S	100	D	\$ 39.5	1,101,989 (1)	D	
Common Stock	06/02/2005	06/02/2005	S	100	D	\$ 39.56	1,101,889 (1)	D	
Common Stock	06/02/2005(2)	06/02/2005	S	100	D	\$ 39.57	1,101,789 (1)	D	

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Common Stock	06/02/2005	06/02/2005	S	300	D	\$ 39.58	1,101,489 (1)	D
Common Stock	06/02/2005	06/02/2005	S	100	D	\$ 39.63	1,101,389 (1)	D
Common Stock	06/02/2005	06/02/2005	S	200	D	\$ 39.64	1,101,189 (1)	D
Common Stock	06/02/2005	06/02/2005	S	100	D	\$ 39.68	1,101,089 (1)	D
Common Stock	06/02/2005	06/02/2005	S	100	D	\$ 39.73	1,100,989 (1)	D
Common Stock	06/02/2005	06/02/2005	S	100	D	\$ 39.75	1,100,889 (1)	D
Common Stock	06/02/2005	06/02/2005	S	100	D	\$ 39.79	1,100,789 (1)	D
Common Stock	06/02/2005	06/02/2005	S	100	D	\$ 39.82	1,100,689 (1)	D
Common Stock	06/02/2005	06/02/2005	S	100	D	\$ 39.83	1,100,589 (1)	D
Common Stock	06/02/2005	06/02/2005	S	100	D	\$ 39.91	1,100,489 (1)	D
Common Stock	06/02/2005	06/02/2005	S	200	D	\$ 39.96	1,100,289 (1)	D
Common Stock	06/02/2005	06/02/2005	S	200	D	\$ 39.98	1,100,089 (1)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise	•	any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re	Securities	(Instr. 5)	Bene
· ·	Derivative		•	· · · · ·	Securities	S	(Instr. 3 and 4)		Owne
	Security				Acquired		,		Follo
	J				(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				Ì
					4, and 5)				
					, ,				
				Code V	(A) (D)		Title		

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Date Expiration Exercisable Date

Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MATHENY ROBERT G 160 EXETER DRIVE

X Chairman and CEO

WINCHESTER, VA 22603-8605

Signatures

Lynn E.

MacDonald 06/06/2005

**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).
- (2) Additional transactions by the reporting person for this date are being reported on a separate Form 4.
 - Does not include Indirect Beneficial Ownership of 1000 shares by wife. Mr. Matheny disclaims beneficial ownership of these securities,
- (1) and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

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.

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