

Cline James E
Form 4
March 03, 2011

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

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cline James E

(Last) (First) (Middle)

C/O TREX COMPANY, INC., 160
EXETER DRIVE

(Street)

WINCHESTER, VA 22603-8605

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TREX CO INC [TREX]

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

03/01/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

Vice President and CFO

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/01/2011		M ⁽³⁾		8,400	A	\$ 7.52 43,862
Common Stock	03/01/2011		D		2,064	D	\$ 30.6 41,798
Common Stock	03/01/2011		F ⁽¹⁾		2,676	D	\$ 30.6 39,122
Common Stock	03/03/2011		S ⁽⁴⁾		858	D	\$ 31.15 38,264
Common Stock	03/03/2011		S ⁽⁴⁾		500	D	\$ 31.16 37,764

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Common Stock	03/03/2011	<u>S</u> (4)	2	D	\$ 31.18	37,762	D
Common Stock	03/03/2011	<u>S</u> (4)	989	D	\$ 31.2	36,773	D
Common Stock	03/03/2011	<u>S</u> (4)	306	D	\$ 31.21	36,467	D
Common Stock	03/03/2011	<u>S</u> (4)	5	D	\$ 31.22	36,462	D
Common Stock	03/03/2011	<u>S</u> (4)	500	D	\$ 31.22	35,962	D
Common Stock	03/03/2011	<u>S</u> (4)	300	D	\$ 31.23	35,662	D
Common Stock	03/03/2011	<u>S</u> (4)	100	D	\$ 31.24	35,562	D
Common Stock	03/03/2011	<u>S</u> (4)	100	D	\$ 31.26	35,462	D

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
Stock Appreciation Right	\$ 7.52	03/01/2011		<u>M</u> (3)	8,400	03/03/2009(2) 03/03/2018	Common Stock 8,

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Cline James E
C/O TREX COMPANY, INC.
160 EXETER DRIVE
WINCHESTER, VA 22603-8605

Vice President and CFO

Signatures

/s/ William R. Gupp by power of
attorney

03/03/2011

__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).
- (1) 2,676 shares are being surrendered to cover the payment of taxes currently due on the exercise of SARs.
- (2) This stock appreciation right becomes exerciseable in approximately three equal installments beginning on the first anniversary of the March 3, 2008 grant date.
- (3) 8,400 Stock Appreciation Rights (SARs) are being exercised pursuant to Rule 10b5-1 trading plan adopted by the reporting person on May 10, 2010.
- (4) The sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the reporting person on May 10, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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