TREX CO INC Form 4

February 17, 2017

# FORM 4

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

OMB 3235-0287 Number:

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

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

January 31, Expires: 2005

**OMB APPROVAL** 

response...

Estimated average burden hours per 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Cline James E	2. Issuer Name and Ticker or Trading Symbol TREX CO INC [TREX]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)  C/O TREX COMPANY, INC., 160  EXETER DRIVE	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2017	(Check all applicable)  _X_ Director 10% Owner _X_ Officer (give title Other (specify below)  President and CEO		
(Street) WINCHESTER, VA 22603-8605	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	y 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)			5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/15/2017		A(1)	5,945	A	\$ 70.09	77,673	D	
Common Stock	02/15/2017		F(2)	4,992	D	\$ 70.09	72,681	D	
Common Stock	02/15/2017		A(3)	5,293	A	\$ 70.09	77,974	D	
Common Stock	02/15/2017		A(4)	7,562	A	\$ 70.09	85,536	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. Transactio Code (Instr. 8)	(A) or Disposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Stock Appreciation Right	\$ 70.09	02/15/2017		A(5)	5,717	02/15/2018	02/15/2027	Common Stock	5,71

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
Cline James E C/O TREX COMPANY, INC. 160 EXETER DRIVE WINCHESTER, VA 22603-8605	X		President and CEO			

## **Signatures**

/s/ William R. Gupp by power of attorney 02/17/2017

\*\*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) Represents net share difference between target performance-based shares and actual vested shares, based upon actual performance for the Company.
- (2) 4,992 shares are being surrendered as allowed by the Company's 2014 Stock Incentive Plan to cover payment of taxes currently due on previously granted restricted shares.
- (3) This restricted stock unit vests over a three-year period in three equal annual installments beginning on the first anniversary of the grant date.

Reporting Owners 2

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- This restricted stock unit award is performance-based, and vests over a three-year period in three equal installments beginning on the first anniversary of the grant date. The number of shares set forth above is the target number of shares. The number of shares that will actually vest each year will be based upon performance against certain financial goals for the Company, and will range from 0% to 200% of the target number of shares.
- (5) The stock appreciation right becomes exercisable in three equal installments beginning on the first anniversary of the grant date.

  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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