

Cline James E  
Form 4  
March 03, 2011

**FORM 4**

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

OMB APPROVAL

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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

(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  
 Officer (give title below)  Other (specify below)  
Vice President and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 03/01/2011                           |  | M <sup>(3)</sup>               |   | 8,400 A \$ 7.52   | 43,862   | D                                 |
| Common Stock                    | 03/01/2011                           |  | D                              |   | 2,064 D \$ 30.6   | 41,798   | D                                 |
| Common Stock                    | 03/01/2011                           |  | F <sup>(1)</sup>               |   | 2,676 D \$ 30.6   | 39,122   | D                                 |
| Common Stock                    | 03/03/2011                           |  | S <sup>(4)</sup>               |   | 858 D \$ 31.15  | 38,264   | D                                 |
| Common Stock                    | 03/03/2011                           |  | S <sup>(4)</sup>               |   | 500 D \$ 31.16  | 37,764   | D                                 |

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|              |            |                         |     |   |          |        |   |
|--------------|------------|-------------------------|-----|---|----------|--------|---|
| Common Stock | 03/03/2011 | <u>S</u> <sup>(4)</sup> | 2   | D | \$ 31.18 | 37,762 | D |
| Common Stock | 03/03/2011 | <u>S</u> <sup>(4)</sup> | 989 | D | \$ 31.2  | 36,773 | D |
| Common Stock | 03/03/2011 | <u>S</u> <sup>(4)</sup> | 306 | D | \$ 31.21 | 36,467 | D |
| Common Stock | 03/03/2011 | <u>S</u> <sup>(4)</sup> | 5   | D | \$ 31.22 | 36,462 | D |
| Common Stock | 03/03/2011 | <u>S</u> <sup>(4)</sup> | 500 | D | \$ 31.22 | 35,962 | D |
| Common Stock | 03/03/2011 | <u>S</u> <sup>(4)</sup> | 300 | D | \$ 31.23 | 35,662 | D |
| Common Stock | 03/03/2011 | <u>S</u> <sup>(4)</sup> | 100 | D | \$ 31.24 | 35,562 | D |
| Common Stock | 03/03/2011 | <u>S</u> <sup>(4)</sup> | 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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(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> <sup>(3)</sup>        | 8,400   | 03/03/2009 <sup>(2)</sup> 03/03/2018                     | Common Stock  |

## 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 exercisable 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. 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.