

Reese F Timothy
Form 4
March 20, 2012

FORM 4

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

OMB APPROVAL

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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 *
Reese F Timothy

(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)
03/16/2012

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, Operations

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/16/2012		M ⁽³⁾	24,296 A \$ 8.2	54,895	D	
Common Stock	03/16/2012		D	6,601 D \$ 30.18	48,294	D	
Common Stock	03/16/2012		F ⁽¹⁾	7,468 D \$ 30.18	40,826	D	
Common Stock	03/20/2012		S ⁽⁴⁾	6,400 D \$ 30	34,426	D	
Common Stock	03/20/2012		S ⁽⁴⁾	200 D \$ 30.02	34,226	D	

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Common Stock	03/20/2012	<u>S</u> (4)	200	D	\$ 30.03	34,026	D
Common Stock	03/20/2012	<u>S</u> (4)	114	D	\$ 30.04	33,912	D
Common Stock	03/20/2012	<u>S</u> (4)	2,000	D	\$ 30.05	31,912	D
Common Stock	03/20/2012	<u>S</u> (4)	300	D	\$ 30.06	31,612	D
Common Stock	03/20/2012	<u>S</u> (4)	400	D	\$ 30.08	31,212	D
Common Stock	03/20/2012	<u>S</u> (4)	300	D	\$ 30.09	30,912	D
Common Stock	03/20/2012	<u>S</u> (4)	100	D	\$ 30.13	30,812	D
Common Stock	03/20/2012	<u>S</u> (4)	100	D	\$ 30.17	30,712	D
Common Stock	03/20/2012	<u>S</u> (4)	113	D	\$ 30.26	30,599	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Stock Appreciation Right	\$ 8.2	03/16/2012		<u>M</u> (3)	24,296	02/05/2009 ⁽²⁾	02/05/2018	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reese F Timothy C/O TREX COMPANY, INC. 160 EXETER DRIVE WINCHESTER, VA 22603-8605			Vice President, Operations	

Signatures

/s/ William R. Gupp by power of attorney

03/20/2012

**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) 7,468 shares are being surrendered as allowed by the Company's 2005 Stock Incentive Plan to cover the payment of taxes currently due on the exercise of SARs.
 - (2) The stock appreciation right becomes exercisable in three equal installments beginning on the first anniversary date of the transaction date.
 - (3) 24,296 Stock Appreciation Rights (SARs) are being exercised pursuant to Rule 10b5-1 trading plans adopted by the reporting person on May 3, 2011 and May 18, 2011, representing the equal vesting of 12,148 SARs.
 - (4) The sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the reporting person on May 3, 2011 and May 18, 2011.

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.