KAPLAN RONALD W

Form 4 March 03, 2011

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Form 4 or 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

burden hours per response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KAPLAN RONALD W			2. Issuer Name and Ticker or Trading Symbol TREX CO INC [TREX]	5. Relationship of Reporting Person(s) Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
C/O TREX CO		INC., 160	(Month/Day/Year) 03/01/2011	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) President and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
WINCHESTE	ER, VA 226	03-8605	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Form: Direct Code Beneficially Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 03/01/2011 $M^{(2)}$ 7,785 A \$ 8.8 128,915 D Stock Common 03/01/2011 D 2,239 D \$ 30.6 126,676 D Stock Common $F^{(1)}$ D 03/01/2011 2,342 D \$ 30.6 124,334 Stock Common $S^{(4)}$ 03/01/2011 2,455 121,879 D Stock Common 03/03/2011 $S^{(4)}$ 630 D 121,249 D Stock

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Common Stock	03/03/2011	S(4)	1,000	D	\$ 31.2	120,249	D
Common Stock	03/03/2011	S(4)	100	D	\$ 31.21	120,149	D
Common Stock	03/03/2011	S(4)	700	D	\$ 31.21	119,449	D
Common Stock	03/03/2011	S(4)	500	D	\$ 31.22	118,949	D
Common Stock	03/03/2011	S(4)	174	D	\$ 31.23	118,775	D
Common Stock	03/03/2011	S(4)	100	D	\$ 31.25	118,675	D

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

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 $7,785 \quad 01/07/2009^{(3)} \quad 01/07/2018$

(9-02)

Stock

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	, ,	Execution Date, if any	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securi
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Nur of Shar
Stock Appreciation	¢	03/01/2011		M	7 705	01/07/2000(3)	01/07/2019	Common	7.

M

Reporting Owners

\$ 8.8

03/01/2011

Appreciation

Right

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
KAPLAN RONALD W	X		President and CEO					
C/O TREX COMPANY, INC.								
160 EXETER DRIVE								

Reporting Owners 2

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WINCHESTER, VA 22603-8605

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) 2,239 shares are being surrendered as allowed by the Company's 2005 Stock Incentive Plan to cover the payment of taxes currently due on previously granted restricted shares.
- (2) 7,785 Stock Appreciation Rights (SARs) are being exercised pursuant to Rule 10b5-1 trading plan adopted by the reporting person on May 10, 2010.
- (3) The stock appreciation right becomes exerciseable in three equal installments beginning on the first anniversary date of the transaction date
- (4) The sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the reporting person 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.

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