Gupp William R. Form 4 May 04, 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

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

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 * Gupp William R.

2. Issuer Name and Ticker or Trading Symbol

TREX CO INC [TREX]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 05/02/2011

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

(Street)

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

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title

CAO, Gen. Counsel & Secretary

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

WINCHESTER, VA 22603-8605

(City)	(State)	Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	•			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	05/02/2011		M(1)	1,875	A	\$ 9.14	40,948	D	
Common Stock	05/02/2011		S(3)	387	D	\$ 31.04	40,561	D	
Common Stock	05/02/2011		S(3)	300	D	\$ 31.2	40,261	D	
Common Stock	05/02/2011		F(2)	558	D	\$ 30.9	39,703	D	
Common Stock	05/02/2011		D	556	D	\$ 30.9	39,147	D	

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Common Stock	05/04/2011	S(3)	200	D	\$ 29	38,947	D
Common Stock	05/04/2011	S(3)	500	D	\$ 29.07	38,447	D
Common Stock	05/04/2011	S(3)	100	D	\$ 29.075	38,347	D
Common Stock	05/04/2011	S(3)	200	D	\$ 29.1	38,147	D
Common Stock	05/04/2011	S(3)	238	D	\$ 29.14	37,909	D
Common Stock	05/04/2011	S(3)	100	D	\$ 29.145	37,809	D
Common Stock	05/04/2011	S(3)	400	D	\$ 29.15	37,409	D
Common Stock	05/04/2011	S(3)	100	D	\$ 29.151	37,309	D
Common Stock	05/04/2011	S(3)	100	D	\$ 29.153	37,209	D
Common Stock	05/04/2011	S(3)	100	D	\$ 29.17	37,109	D
Common Stock	05/04/2011	S(3)	100	D	\$ 29.175	37,009	D
Common Stock	05/04/2011	S(3)	100	D	\$ 29.185	36,909	D
Common Stock	05/04/2011	S(3)	100	D	\$ 29.19	36,809	D
Common Stock	05/04/2011	S(3)	100	D	\$ 29.214	36,709	D
Common Stock	05/04/2011	S(3)	100	D	\$ 29.23	36,609	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof Derivative	Expiration Date	Underlying Securi
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		

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Derivative (A) or Security Disposed of (D) (Instr. 3, 4,

and 5)

Code V (A) (D) Date Exercisable Expiration Title

Date

Nur of Sha

Am

1,

or

Stock

Common 1,875 05/07/2009(4) 05/07/2018 Appreciation \$ 9.14 05/02/2011 M Stock

Right

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Gupp William R. C/O TREX COMPANY, INC. 160 EXETER DRIVE **WINCHESTER, VA 22603-8605**

CAO, Gen. Counsel & Secretary

Signatures

/s/ Willaim R.

05/04/2011 Gupp **Signature of Date Reporting Person

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).
- 1,875 Stock Appreciation Rights (SARs) are being exercised pursuant to Rule 10b5-1 trading plan adopted by the reporting person on **(1)** November 3, 2010.
- 576 shares are being surrendered as allowed by the Company's 2005 Stock Incentive Plan to cover payment of taxes currently due on the **(2)** exercise of SARs.
- The sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the reporting person on November 3, (3) 2010.
- The stock appreciation right becomes exerciseable in three equal installments beginning on the first anniversary date of the transaction **(4)**

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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