Gupp William R. Form 4 November 02, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB 3235-0287

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

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]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
C/O TREX COMPANY, INC., 160 EXETER DRIVE			(Month/Day/Year) 11/01/2012	Director 10% Owner _X_ Officer (give title Other (specify below)  CAO, Gen. Counsel & Secretary		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
WINCHESTER, VA 22603-8605			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. Nov. Double 4' or Commission A.			

(City)	(State) (	Table Table	e I - Non-D	erivative (	Securi	ities Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquire Transaction(A) or Disposed of (I Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	11/01/2012		M(1)	1,418	A	\$ 9.14	50,272	D	
Common Stock	11/01/2012		D	348	D	\$ 37.28	49,924	D	
Common Stock	11/01/2012		F(2)	452	D	\$ 37.28	49,472	D	
Common Stock	11/01/2012		S(3)	750	D	\$ 36.61	48,722	D	

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

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6. Date Exercisable and

1,418 05/07/2009(4) 05/07/2018

5. Number

SEC 1474 (9-02)

7. Title and Amou

Stock

number.

4.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

ъ		25 15 55		E : CD : ::		E : .: D :		II 1 1 1 C	
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of Sha
Stock	¢ 0 14	11/01/2012		<b>M</b> (1)	1 /110	05/07/2000(4)	05/07/2019	Common	1

 $\mathbf{M}^{(1)}$ 

# **Reporting Owners**

\$ 9.14

2.

Reporting Owner Name / Address	Kelationships

11/01/2012

3. Transaction Date 3A. Deemed

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.

Appreciation

Right

1. Title of

Gupp 11/02/2012 \*\*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).
- 1,418 Stock Appreciation Rights (SARs) are being exercised pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 14, 2011
- 452 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 a Rule 10b5-1 trading plan adopted by the reporting person on November 14, **(3)** 2011.

Reporting Owners 2

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(4) The stock appreciation right becomes exerciseable in three equal installments beginning on the first anniversary date of the transaction date.

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