TREX CO INC Form 4 January 31, 2013

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 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

1(b).

(Print or Type Responses)

1. Name and ANDREW	Symbol	er Name an CO INC	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (1		of Earliest T	-	(Check all applicable)		
C/O TREX	COMPANY, INC DRIVE	•	Day/Year) 2013		X Director Officer (give to below)	title 10% below)	Owner er (specify
	4. If Am	endment, D	Oate Original	6. Individual or Joint/Group Filing(Check			
WINCHES	·	onth/Day/Yea	ar)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tab	ole I - Non-	Derivative Securities Acqu	uired, Disposed of	, or Beneficial	ly 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) onor Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)

1.1100 01	2. Humbaction Date	27 I. Decimed	٥.	i. Securi	itios 1 i	equired (11)	5. Timount of	0.	7.1144410 01
Security	(Month/Day/Year)	Execution Date, if	Transactio	nor Dispo	sed of	(D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)		Beneficially	Form:	Beneficial	
		(Month/Day/Year)	(Instr. 8)			Owned	Direct (D)	Ownership	
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			C 1 W		or	ъ.	(Instr. 3 and 4)		
_			Code V	Amount	(D)	Price			
Common	01/29/2013		$M^{(1)}$	218	A	\$ 39.25	13,456	D	
Stock	01/2//2013		1V1 <u>~~</u>	210	А	Ψ 37.23	15,750	D	
~						٨			
Common	01/29/2013		$S^{(2)}$	218	D	\$	13,238	D	
Stock	01/2//2013		5 <u>~</u>	210	ע	43.1833	13,230	D	

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

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

8. F Der Sec (Ins

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)	Transaction of Code Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 39.25	01/29/2013		M <u>(1)</u>		218	06/30/2004	06/30/2013	Common Stock	218

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
ANDREWS WILLIAM F C/O TREX COMPANY, INC. 160 EXETER DRIVE WINCHESTER, VA 22603-8605	X					

Signatures

/s/ William R. Gupp by power of attorney 01/31/2013

**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) Stock Options are being exercised pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 5, 2012.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 5, 2012.

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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