TREX CO INC Form 4 February 23, 2007

### FORM 4

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

**OMB** 3235-0287

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Number: January 31, Expires: 2005

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**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5

obligations

Estimated average burden hours per response...

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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

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

See Instruction

	ANDREW U	Symbol	r Name and Ticker or Trading  CO INC [TWP]	Issuer (Check all applicable)
(Last)		3. Date of (Month/D 02/21/20		X Director 10% OwnerX Officer (give title Other (specify below) President & COO
WINCHES'	(Street) TER, VA 22603-8	Filed(Mor	endment, Date Original nth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip) Tabl	e I - Non-Derivative Securities Ac	quired, 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price	Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)
Common Stock	02/21/2007	02/21/2007	A $\frac{12,638}{(1)}$ A $\frac{\$}{0.01}$	633,615 (2) D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: TREX CO INC - Form 4

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Stock Appreciation Right	\$ 25.37	02/21/2007	02/21/2007	A	29,201	02/21/2008(3)	02/21/2017	Common Stock	29

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
·F···· & ·····	Director	10% Owner	Officer	Other	
FERRARI ANDREW U					
160 EXETER DRIVE	X		President & COO		
WINCHESTER, VA 22603-8605					

# **Signatures**

Lynn E. MacDonald by power of attorney 02/23/2007

\*\*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).
- Does not include Indirect Beneficial Ownership of 850 shares by wife. Mr. Ferrari disclaims beneficial ownership of these securities, and (2) this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.
- (3) The stock appreciation right becomes exerciseable in three equal installments beginning on the first anniversary date of the transaction date.
- (1) This restricted stock award vests over a three-year period in three equal annual installments beginning on the first anniversary of the grant date.

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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