FERRARI ANDREW U

Form 5

February 13, 2009

# FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

# 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 obligations may continue.

# ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

Number:

Expires:

3235-0362

January 31,

2005

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4
30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

1. Name and Address of Reporting Person ** FERRARI ANDREW U		2. Issuer Name and Ticker or Trading Symbol TREX CO INC [TWP]				5. Relationship of Reporting Person(s) to Issuer				
(Last) (First)  C/O TREX COMPANEXETER DRIVE	(Month 12/31)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2008			- -	(Check all applicable)  _X_ Director 10% Owner Officer (give title Other (specify below)				
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					6	6. Individual or Joint/Group Reporting  (check applicable line)				
WINCHESTER, VA 22603-8605  _X_Form Filed by One Reporting P Form Filed by More than One R. Person										
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Month/D (Instr. 3)	etion Date 2A. Deemed ay/Year) Execution Date, is any (Month/Day/Year)	Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Common Stock 10/07/20	008 10/07/2008	G	50,000 (1)	A	\$0	670,977 (2)	D	Â		
Common Stock 10/07/20	008 10/07/2008	G	50,000 (1)	D	\$0	0	I	By Trust		

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SEC 2270

(9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	int of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
	-				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration	m: 1	or	
							Date		Number	
									of	
					(A) (D)				Shares	

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

FERRARI ANDREW U

C/O TREX COMPANY, INC.
160 EXETER DRIVE

WINCHESTER, VAÂ 22603-8605

#### **Signatures**

/s/ Lynn E MacDonald by power of attorney

02/13/2009

\*\*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) These shares were gifted by the reporting person from a grantor retained annuity trust, for which the reporting person was the sole trustee, and returned to the reporting person's common stock holdings.
- 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 purposes.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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