

Gupp William R.
Form 4
March 03, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gupp William R.

(Last) (First) (Middle)

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

(Street)

WINCHESTER, VA 22603-8605

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TREX CO INC [TREX]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CAO, Gen. Counsel & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, 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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 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 |
| Common Stock | 03/01/2011 | | M ⁽²⁾ | | 2,000 | A | \$ 9.14 |
| Common Stock | 03/01/2011 | | D | | 594 | D | \$ 30.78 |
| Common Stock | 03/01/2011 | | F ⁽¹⁾ | | 594 | D | \$ 30.78 |
| Common Stock | 03/01/2011 | | S ⁽³⁾ | | 450 | D | \$ 29.92 |
| Common Stock | 03/01/2011 | | S ⁽³⁾ | | 100 | D | \$ 30.57 |

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| | | | | | | | |
|--------------|------------|------------------------|-------|---|------------|--------|---|
| Common Stock | 03/01/2011 | <u>S⁽³⁾</u> | 300 | D | \$ 30.575 | 38,575 | D |
| Common Stock | 03/01/2011 | <u>S⁽³⁾</u> | 500 | D | \$ 30.56 | 38,075 | D |
| Common Stock | 03/01/2011 | <u>S⁽³⁾</u> | 200 | D | \$ 30.58 | 37,875 | D |
| Common Stock | 03/01/2011 | <u>S⁽³⁾</u> | 200 | D | \$ 30.55 | 37,675 | D |
| Common Stock | 03/01/2011 | <u>S⁽³⁾</u> | 200 | D | \$ 30.565 | 37,475 | D |
| Common Stock | 03/01/2011 | <u>S⁽³⁾</u> | 100 | D | \$ 30.5575 | 37,375 | D |
| Common Stock | 03/01/2011 | <u>S⁽³⁾</u> | 200 | D | \$ 30.555 | 37,175 | D |
| Common Stock | 03/01/2011 | <u>S⁽³⁾</u> | 203 | D | \$ 30.59 | 36,972 | D |
| Common Stock | 03/01/2011 | <u>S⁽³⁾</u> | 200 | D | \$ 30.51 | 36,772 | D |
| Common Stock | 03/01/2011 | <u>S⁽³⁾</u> | 100 | D | \$ 30.5025 | 36,672 | D |
| Common Stock | 03/01/2011 | <u>S⁽³⁾</u> | 100 | D | \$ 30.5 | 36,572 | D |
| Common Stock | 03/01/2011 | <u>S⁽³⁾</u> | 400 | D | \$ 30.505 | 36,172 | D |
| Common Stock | 03/01/2011 | <u>S⁽³⁾</u> | 200 | D | \$ 30.5025 | 35,972 | D |
| Common Stock | 03/01/2011 | <u>S⁽³⁾</u> | 400 | D | \$ 30.515 | 35,572 | D |
| Common Stock | 03/01/2011 | <u>S⁽³⁾</u> | 200 | D | \$ 30.53 | 35,372 | D |
| Common Stock | 03/01/2011 | <u>S⁽³⁾</u> | 700 | D | \$ 30.52 | 34,672 | D |
| Common Stock | 03/01/2011 | <u>S⁽³⁾</u> | 200 | D | \$ 30.54 | 34,472 | D |
| Common Stock | 03/01/2011 | M | 550 | A | \$ 20 | 35,022 | D |
| Common Stock | 03/02/2011 | M | 3,953 | A | \$ 20 | 38,975 | D |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474
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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)

| 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) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Right | \$ 9.14 | 03/01/2011 | | M ⁽²⁾ | 2,000 | 05/07/2009 ⁽⁴⁾ 05/07/2018 | Common Stock 2, |
| Stock Options (Right to Buy) | \$ 20 | 03/01/2011 | | M | 550 | 02/21/2003 02/21/2012 | Common Stock 5 |
| Stock Options (Right to Buy) | \$ 20 | 03/02/2011 | | M | 3,953 | 02/21/2003 02/21/2012 | Common Stock 3, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | 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.
Gupp 03/03/2011

**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) 594 shares are being surrendered to cover payment of taxes currently due on the exercise of SARs.
- (2) 2,000 Stock Appreciation Rights (SARs) are being exercised which were granted pursuant to the Company's 2005 Stock Incentive Plan on May 7, 2008.
- (3) The sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the reporting person on May 10, 2010.
- (4) The stock appreciation right becomes exercisable in three equal installments beginning on the first anniversary date of the transaction date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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