Gupp William R. Form 4 May 03, 2013

FORM 4

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. 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)

(Last)

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

Symbol

(Middle)

TREX CO INC [TREX]

3. Date of Earliest Transaction

(Month/Day/Year) 05/01/2013

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

(Street)

(First)

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

WINCHESTER, VA 22603-8605

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, 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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
C			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	05/01/2013		$M_{\underline{(1)}}$	1,614	A	\$ 13.44	41,511	D	
Common Stock	05/01/2013		D	459	D	\$ 47.27	41,052	D	
Common Stock	05/01/2013		F(2)	383	D	\$ 47.27	40,669	D	
Common Stock	05/01/2013		S(3)	100	D	\$ 48.09	40,569	D	
Common Stock	05/01/2013		S(3)	100	D	\$ 48.16	40,469	D	

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Common Stock	05/01/2013	S(3)	300	D	\$ 48.21	40,169	D
Common Stock	05/01/2013	S(3)	100	D	\$ 48.25	40,069	D
Common Stock	05/01/2013	S(3)	100	D	\$ 47.78	39,969	D
Common Stock	05/01/2013	S(3)	198	D	\$ 47.8	39,771	D
Common Stock	05/01/2013	S(3)	2	D	\$ 47.85	39,769	D
Common Stock	05/01/2013	S(3)	124	D	\$ 47.84	39,645	D
Common Stock	05/01/2013	S(3)	100	D	\$ 47.76	39,545	D
Common Stock	05/01/2013	S(3)	100	D	\$ 48.6	39,445	D
Common Stock	05/03/2013	S(3)	100	D	\$ 50	39,345	D
Common Stock	05/03/2013	S(3)	100	D	\$ 50.09	39,245	D
Common Stock	05/03/2013	S(3)	100	D	\$ 50.15	39,145	D
Common Stock	05/03/2013	S(3)	100	D	\$ 50.3	39,045	D
Common Stock	05/03/2013	S(3)	100	D	\$ 50.34	38,945	D
Common Stock	05/03/2013	S(3)	100	D	\$ 51.22	38,845	D
Common Stock	05/03/2013	S(3)	172	D	\$ 51.34	38,673	D

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative		Expiration Date	Underlying Secur
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		

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Derivative (A) or Security Disposed of (D) (Instr. 3, 4,

and 5)

Code V (A) (D) Date Exercisable Expiration Title

Date

Am

or Nu of Sha

Stock

Common 1,614 02/18/2010(4) 02/18/2019 Appreciation \$ 13.44 05/01/2013 $M^{(1)}$ Stock

Right

Reporting Owners

Relationships Reporting Owner Name / Address

> 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.

05/03/2013 Gupp **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).
- 1,614 Stock Appreciation Rights (SARs) are being exercised pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on **(1)** February 20, 2013.
- 383 shares are being surrendered as allowed by the Company's 2005 Stock Incentive Plan to cover the payment of taxes currently due on **(2)** the exercise of stock appreciation rights.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 20, (3) 2013.
- (4) The stock appreciation right becomes exercisable in three equal 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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