Cline James E Form 4 March 15, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Cline James E

2. Issuer Name and Ticker or Trading Symbol

TREX CO INC [TREX]

3. Date of Earliest Transaction

(Month/Day/Year) 03/13/2012

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

(Street)

(First)

(Middle)

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

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below)

Vice President and CFO

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) Tab	le I - Non-I	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onor Dispos (Instr. 3, 4)	ed of (` ′	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)
Common Stock	03/13/2012		$M^{(3)}$	24,000	A	\$ 7.52	65,108	D	
Common Stock	03/13/2012		D	6,198	D	\$ 29.12	58,910	D	
Common Stock	03/13/2012		F(1)	7,513	D	\$ 29.12	51,397	D	
Common Stock	03/14/2012		S(4)	4,526	D	\$ 29.46	46,871	D	
Common Stock	03/14/2012		S(4)	300	D	\$ 29.47	46,571	D	

Edgar Filing: Cline James E - Form 4

Common Stock	03/14/2012	S(4)	200	D	\$ 29.505	46,371	D
Common Stock	03/15/2012	S(4)	100	D	\$ 28.65	46,271	D
Common Stock	03/15/2012	S(4)	100	D	\$ 28.66	46,171	D
Common Stock	03/15/2012	S(4)	200	D	\$ 28.7	45,971	D
Common Stock	03/15/2012	S(4)	100	D	\$ 28.72	45,871	D
Common Stock	03/15/2012	S(4)	100	D	\$ 28.73	45,771	D
Common Stock	03/15/2012	S(4)	200	D	\$ 28.75	45,571	D
Common Stock	03/15/2012	S(4)	100	D	\$ 28.76	45,471	D
Common Stock	03/15/2012	S(4)	100	D	\$ 28.77	45,371	D
Common Stock	03/15/2012	S(4)	100	D	\$ 28.78	45,271	D
Common Stock	03/15/2012	S(4)	100	D	\$ 28.79	45,171	D
Common Stock	03/15/2012	S(4)	100	D	\$ 28.8	45,071	D
Common Stock	03/15/2012	S(4)	100	D	\$ 28.83	44,971	D
Common Stock	03/15/2012	S(4)	300	D	\$ 28.84	44,671	D
Common Stock	03/15/2012	S(4)	100	D	\$ 28.85	44,571	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 required to respond unless the form displays a currently valid OMB control number.

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 of	6. Date Exercisable and	7. Title and Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Date	Underlying Secu
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr 3)	Price of		(Month/Day/Vear)	(Inetr 8)	Acquired (A)		

Edgar Filing: Cline James E - Form 4

Derivative or Disposed of Security (D)

(Instr. 3, 4, and 5)

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

Date

A

or N of

Stock

Appreciation \$7.52 03/13/2012 $M_{\underline{0}}^{(3)}$ 24,000 03/03/2009 $\underline{0}^{(2)}$ 03/03/2018 Common Stock

Right

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Cline James E C/O TREX COMPANY, INC.

WINCHESTER, VA 22603-8605

160 EXETER DRIVE Vice President and CFO

Signatures

/s/ William R. Gupp by power of attorney 03/15/2012

**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) 7,513 shares are being surrendered as allowed by the Company's 2005 Stock Incentive Plan to cover the payment of taxes currently due on the exercise of SARs.
- (2) This stock appreciation right becomes exerciseable in approximately three equal installments beginning on the first anniversary of the March 3, 2008 grant date.
- (3) 24,000 Stock Appreciation Rights are being exercised pursuant to Rule 10b5-1 trading plan adopted by the reporting person on February 28, 2012.
- (4) The sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the reporting person on February 28, 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.

Reporting Owners 3