

Cox James Mitchell
 Form 5
 November 26, 2012

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Cox James Mitchell
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice President, Sales

C/O TREX COMPANY, INC, 160
 EXETER DRIVE
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2012

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

6. Individual or Joint/Group Reporting (check applicable line)

WINCHESTER, VA 22603-8605
 (City) (State) (Zip)

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)	Amount (A) or (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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/16/2012		M4	9,700	A	\$ 24.17	129,047	D	
Common Stock	08/16/2012		M4	6,825	A	\$ 25.37	135,872	D	
Common Stock	08/16/2012		M4	3,413	A	\$ 25.37	139,285	D	
Common Stock	08/16/2012		M4	37,049	A	\$ 9.14	176,334	D	

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Common Stock	08/16/2012	Â	M4	21,519	A	\$ 13.44	197,853	D	Â
Common Stock	08/16/2012	Â	M4	9,948	A	\$ 17.41	207,801	D	Â
Common Stock	08/16/2012	Â	M4	3,515	A	\$ 26.2	211,316	D	Â
Common Stock	08/16/2012	Â	D4	47,172	D	\$ 29.41	164,144	D	Â
Common Stock	08/16/2012	Â	F4 ⁽¹⁾	18,810	D	\$ 29.41	145,334	D	Â
Common Stock	08/16/2012	Â	S4	16,909	D	\$ 29.51	128,425	D	Â
Common Stock	08/16/2012	Â	S4	10,000	D	\$ 29.61	118,425	D	Â
Common Stock	08/17/2012	Â	S4	35,862	D	\$ 29.97	82,563	D	Â
Common Stock	08/28/2012	Â	S4	4,044	D	\$ 30.14	78,519	D	Â
Common Stock	08/29/2012	Â	S4	3,185	D	\$ 30.14	75,334	D	Â
Common Stock	08/29/2012	Â	S4	7,553	D	\$ 30.29	67,781	D	Â
Common Stock	08/31/2012	Â	S4	12,447	D	\$ 30.29	55,334	D	Â
Common Stock	08/31/2012	Â	S4	20,000	D	\$ 30.77	35,334	D	Â
Common Stock	09/13/2012	Â	S4	6,419	D	\$ 33.26	28,915	D	Â
Common Stock	09/13/2012	Â	S4	10,000	D	\$ 33.04	18,915	D	Â
Common Stock	09/13/2012	Â	S4	359	D	\$ 33.5	18,556	D	Â
Common Stock	09/13/2012	Â	S4	18,556	D	\$ 33.5	0	D	Â

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

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

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) 18,810 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 is fully exercisable.
 - (3) This stock appreciation right becomes exercisable 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 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.