Cline James E
Form 4
March 15, 2012

FORM 4

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).

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 *
Cline James E

(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)
03/13/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ 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

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	03/13/2012		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	

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.

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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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amo Underlying Secu (Instr. 3 and 4)

	Derivative Security					or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Stock Appreciation Right	$ 7.52	03/13/2012		M(3)			24,000	03/03/2009(2)	03/03/2018	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cline James E C/O TREX COMPANY, INC. 160 EXETER DRIVE WINCHESTER, VA 22603-8605			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.
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