

Gupp William R.
Form 4
November 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 *
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)
11/13/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 11/13/2012 | | M ⁽¹⁾ | | 6,456 | A | \$ 13.44 |
| Common Stock | 11/13/2012 | | D | | 2,225 | D | \$ 39 |
| Common Stock | 11/13/2012 | | F ⁽²⁾ | | 1,786 | D | \$ 39 |
| Common Stock | 11/13/2012 | | S ⁽³⁾ | | 8,000 | D | \$ 37.8956 |
| | | | | | | | ⁽⁴⁾ |
| Common Stock | 11/15/2012 | | S ⁽³⁾ | | 1,142 | D | \$ 36.95 |

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| | | | | | | | |
|--------------|------------|------------------|-----|---|----------|--------|---|
| Common Stock | 11/15/2012 | S ⁽³⁾ | 9 | D | \$ 36.96 | 42,016 | D |
| Common Stock | 11/15/2012 | S ⁽³⁾ | 209 | D | \$ 36.97 | 41,807 | D |
| Common Stock | 11/15/2012 | S ⁽³⁾ | 300 | D | \$ 36.98 | 41,507 | D |
| Common Stock | 11/15/2012 | S ⁽³⁾ | 400 | D | \$ 36.99 | 41,107 | D |
| Common Stock | 11/15/2012 | S ⁽³⁾ | 385 | D | \$ 37 | 40,722 | 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.

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(9-02)

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 (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 | \$ 13.44 | 11/13/2012 | | M ⁽¹⁾ | 6,456 | 02/18/2010 ⁽⁵⁾ 02/18/2019 | Common Stock |

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

11/15/2012

__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) 6,456 Stock Appreciation Rights (SARs) are being exercised pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 31, 2012.
- (2) 1,786 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 stock appreciation rights.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 31, 2012.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.67 to \$38.11, inclusive. The reporting person undertakes to provide Trex Company, Inc., any security holder of Trex Company, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnote (4) to this Form 4.
- (5) 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.

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