

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)

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

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)  
 Vice President, Sales

6. Individual or Joint/Group Reporting

(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 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)	
				Amount	(A) or (D)	Price			
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 <sup>(1)</sup>	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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(9-02)

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

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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 Acquired (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)
					(A)	(D)	Date Exercisable	Expiration Date	
Stock Appreciation Right <sup>(2)</sup>	\$ 24.17	08/16/2012	Â	M4	Â	9,700	05/07/2009	02/08/2016	Common Stock
Stock Appreciation Right <sup>(2)</sup>	\$ 25.37	08/16/2012	Â	M4	Â	6,825	05/07/2009	02/21/2017	Common Stock
Stock Appreciation Right <sup>(2)</sup>	\$ 25.37	08/16/2012	Â	M4	Â	3,413	02/21/2010	02/21/2017	Common Stock
Stock Appreciation Right <sup>(2)</sup>	\$ 9.14	08/16/2012	Â	M4	Â	37,049	05/07/2011	05/07/2018	Common Stock
Stock Appreciation Right <sup>(2)</sup>	\$ 13.44	08/16/2012	Â	M4	Â	21,519	02/18/2010	02/18/2019	Common Stock
Stock Appreciation Right <sup>(3)</sup>	\$ 17.41	08/16/2012	Â	M4	Â	9,948	02/17/2011	02/17/2020	Common Stock
Stock Appreciation Right <sup>(3)</sup>	\$ 26.2	08/16/2012	Â	M4	Â	3,515	02/16/2012	02/16/2022	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cox James Mitchell C/O TREX COMPANY, INC 160 EXETER DRIVE WINCHESTER, VA 22603-8605	Â	Â	Â Vice President, Sales	Â

## Signatures

/s/ William R. Gupp by power of attorney 11/26/2012

\*\*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) 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.

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