

Cline James E
 Form 4
 July 05, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
 07/02/2012

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

Vice President and CFO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WINCHESTER, VA 22603-8605

(City) (State) (Zip)

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	07/02/2012		M ⁽¹⁾		12,000	A	\$ 9.14 48,082
Common Stock	07/02/2012		D		3,530	D	\$ 31.07 44,552
Common Stock	07/02/2012		F ⁽²⁾		3,575	D	\$ 31.07 40,977
Common Stock	07/05/2012		S ⁽³⁾		200	D	\$ 30.31 40,777
Common Stock	07/05/2012		S ⁽³⁾		400	D	\$ 30.32 40,377

Edgar Filing: Cline James E - Form 4

Common Stock	07/05/2012	<u>S</u> (3)	600	D	\$ 30.33	39,777	D
Common Stock	07/05/2012	<u>S</u> (3)	100	D	\$ 30.35	39,677	D
Common Stock	07/05/2012	<u>S</u> (3)	100	D	\$ 30.36	39,577	D
Common Stock	07/05/2012	<u>S</u> (3)	200	D	\$ 30.41	39,377	D
Common Stock	07/05/2012	<u>S</u> (3)	200	D	\$ 30.46	39,177	D
Common Stock	07/05/2012	<u>S</u> (3)	200	D	\$ 30.47	38,977	D
Common Stock	07/05/2012	<u>S</u> (3)	400	D	\$ 30.48	38,577	D
Common Stock	07/05/2012	<u>S</u> (3)	200	D	\$ 30.5	38,377	D
Common Stock	07/05/2012	<u>S</u> (3)	300	D	\$ 30.51	38,077	D
Common Stock	07/05/2012	<u>S</u> (3)	100	D	\$ 30.52	37,977	D
Common Stock	07/05/2012	<u>S</u> (3)	100	D	\$ 30.54	37,877	D
Common Stock	07/05/2012	<u>S</u> (3)	100	D	\$ 30.56	37,777	D
Common Stock	07/05/2012	<u>S</u> (3)	300	D	\$ 30.62	37,477	D
Common Stock	07/05/2012	<u>S</u> (3)	400	D	\$ 30.63	37,077	D
Common Stock	07/05/2012	<u>S</u> (3)	200	D	\$ 30.65	36,877	D
Common Stock	07/05/2012	<u>S</u> (3)	100	D	\$ 30.67	36,777	D
Common Stock	07/05/2012	<u>S</u> (3)	500	D	\$ 30.76	36,277	D
Common Stock	07/05/2012	<u>S</u> (3)	195	D	\$ 30.78	36,082	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)

Edgar Filing: Cline James E - Form 4

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 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)
Stock Appreciation Right	\$ 9.14	07/02/2012		M ⁽¹⁾	12,000	05/07/2009 ⁽⁴⁾ 05/07/2018	Common Stock

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
Date: 07/05/2012

**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) 12,000 Stock Appreciation Rights are being exercised pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 28, 2012.
- (2) 3,575 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.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 28, 2012.
- (4) The stock appreciation right becomes exercisable in three equal installments beginning on the first anniversary date of the transaction date.

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.