GRATZ JAY M Form 4

February 22, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Addr GRATZ JAY M	ress of Reporting Person * M	2. Issuer Name and Ticker or Trading Symbol TREX CO INC [TREX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) C/O TREX CO EXETER DRI	(First) (Middle) OMPANY, INC., 160 VE	3. Date of Earliest Transaction (Month/Day/Year) 02/20/2013	X Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
WINCHESTE	R, VA 22603-8605	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acquii	ed, Disposed of,	or Beneficiall	y 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. Securit oror Dispos (Instr. 3,	ed of (` ′	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)
Common	02/20/2012		Code V	Amount	(D)	Price		D	
Stock	02/20/2013		M	1,123	A	\$ 11.12	2,361	D	
Common Stock	02/20/2013		M	1,643	A	\$ 8.52	4,004	D	
Common Stock	02/20/2013		M	1,656	A	\$ 8.28	5,660	D	
Common Stock	02/20/2013		M	999	A	\$ 11.11	6,659	D	
Common Stock	02/20/2013		M	5,938	A	\$ 10.61	12,597	D	

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Common Stock	02/20/2013	M	1,165	A	\$ 8.49	13,762	D
Common Stock	02/20/2013	M	696	A	\$ 13.06	14,458	D
Common Stock	02/20/2013	M	3,482	A	\$ 14.86	17,940	D
Common Stock	02/20/2013	D	3,881	D	\$ 47.73	14,059	D
Common Stock	02/21/2013	S	12,821	D	\$ 45.3524 <u>(1)</u>	1,238	D

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

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SEC 1474 (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. Transactic Code (Instr. 8)	Securit	ivative ties red	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Stock Appreciation Right	\$ 11.12	02/20/2013		M	1	1,123	10/01/2007	10/01/2017	Common Stock	1,12
Stock Appreciation Right	\$ 8.52	02/20/2013		M	1	1,643	01/02/2008	01/02/2018	Common Stock	1,643
Stock Appreciation Right	\$ 8.28	02/20/2013		M	1	1,656	04/01/2008	04/01/2018	Common Stock	1,650
Stock Appreciation Right	\$ 11.11	02/20/2013		M		999	07/01/2008	07/01/2018	Common Stock	999
	\$ 10.61	02/20/2013		M	5	5,938	07/22/2008	07/22/2018		5,93

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Stock Appreciation Right							Common Stock	
Stock Appreciation Right	\$ 8.49	02/20/2013	M	1,165	04/01/2009	04/01/2019	Common Stock	1,16
Stock Appreciation Right	\$ 13.06	02/20/2013	M	696	07/01/2009	07/01/2019	Common Stock	696
Stock Appreciation Right	\$ 14.86	02/20/2013	M	3,482	07/21/2009	07/21/2019	Common Stock	3,482

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
GRATZ JAY M C/O TREX COMPANY, INC. 160 EXETER DRIVE WINCHESTER, VA 22603-8605	X					

Signatures

/s/ William R. Gupp by power of attorney 02/22/2013

**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).
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$44.88 to \$45.78, inclusive. The reporting person undertakes to provide the Company, any security holder of the Company 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 range set forth in footnote (1) to this Form 4.

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.

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