TREX CO INC Form 4 July 09, 2014

## FORM 4

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

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

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and AMERLOTT | g Person *                             | 2. Issuer Name <b>and</b> Ticker or Trading Symbol |                                |   | 5. Relationship of Reporting Person(s) to Issuer |   |                        |                       |  |  |
|----------------------|--|--|--------------------------------|---|--|---|------------------------|-----------------------|--|--|
| (Last)               | (Last) (First) (Middle)                |  |                                | TREX CO INC [TREX]  3. Date of Earliest Transaction |  |   | (Check all applicable) |                       |  |  |
| C/O TREX             | COMPANY, IN<br>DRIVE                   | IC., 160   | (Month/I<br>07/07/2            | Day/Year)<br>2014                                   |  | _X_ Director<br>Officer (given below)     | e title Other below)   |                       |  |  |
| (Street)             |  |  | 4. If Amendment, Date Original |   |  | 6. Individual or Joint/Group Filing(Check |                        |                       |  |  |
|                      |  |  | Filed(Mo                       | nth/Day/Yea   | ur)  | Applicable Line) _X_ Form filed by        | One Reporting Pe       | erson                 |  |  |
| WINCHES              | TER, VA 22603                          | -8605  |                                |   |  | Form filed by Person                      | More than One Re       | eporting              |  |  |
| (City)               | (State)                                | (Zip)  | Tab                            | le I - Non-   | Derivative Securities Acq                        | uired, Disposed o                         | of, or Beneficial      | ly Owned              |  |  |
| 1.Title of Security  | 2. Transaction Dat<br>(Month/Day/Year) | Execution  |                                |   | 4. Securities Acquired (A onor Disposed of (D)   | 5. Amount of Securities                   | Ownership              | 7. Nature of Indirect |  |  |

| (City)                               | (State)                                 | Tab   | le I - Non-l                           | Derivative | Secu   | rities Acquii | red, Disposed of,  | or Beneficiall   | y Owned   |
|--------------------------------------|---|---|--|------------|--------|---------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) |            | sed of | ` '           | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|                                      |   |   | Code V                                 | Amount     | (D)    | Price         | (Instr. 3 and 4)   |  |   |
| Common<br>Stock                      | 07/07/2014                              |   | M(1)                                   | 692        | A      | \$ 12.35      | 5,490 <u>(2)</u>   | D  |   |
| Common<br>Stock                      | 07/07/2014                              |   | M <u>(1)</u>                           | 1,334      | A      | \$ 12.085     | 6,824  | D  |   |
| Common<br>Stock                      | 07/07/2014                              |   | M <u>(1)</u>                           | 2,446      | A      | \$ 9.025      | 9,270  | D  |   |
| Common<br>Stock                      | 07/07/2014                              |   | D                                      | 1,584      | D      | \$ 29.54      | 7,686  | D  |   |
| Common<br>Stock                      | 07/08/2014                              |   | S(3)                                   | 1,190      | D      | \$<br>29.3101 | 6,496  | D  |   |

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| Common<br>Stock | 07/08/2014 | S(3) | 100 | D | \$ 28.41      | 6,396 | D |
|-----------------|------------|------|-----|---|---------------|-------|---|
| Common<br>Stock | 07/08/2014 | S(3) | 100 | D | \$<br>28.4125 | 6,296 | D |
| Common<br>Stock | 07/08/2014 | S(3) | 398 | D | \$ 28.49      | 5,898 | D |
| Common<br>Stock | 07/08/2014 | S(3) | 200 | D | \$ 28.51      | 5,698 | D |
| Common<br>Stock | 07/08/2014 | S(3) | 34  | D | \$ 28.555     | 5,664 | D |
| Common<br>Stock | 07/08/2014 | S(3) | 66  | D | \$ 28.66      | 5,598 | D |
| Common<br>Stock | 07/08/2014 | S(3) | 100 | D | \$ 28.79      | 5,498 | D |
| Common<br>Stock | 07/08/2014 | S(3) | 100 | D | \$ 28.8       | 5,398 | D |
| Common<br>Stock | 07/08/2014 | S(3) | 100 | D | \$ 28.92      | 5,298 | D |
| Common<br>Stock | 07/08/2014 | S(3) | 100 | D | \$ 28.94      | 5,198 | D |
| Common<br>Stock | 07/08/2014 | S(3) | 100 | D | \$ 29         | 5,098 | D |
| Common<br>Stock | 07/08/2014 | S(3) | 100 | D | \$<br>29.0025 | 4,998 | D |
| Common<br>Stock | 07/08/2014 | S(3) | 3   | D | \$ 29.06      | 4,995 | D |
| Common<br>Stock | 07/08/2014 | S(3) | 97  | D | \$ 29.065     | 4,898 | D |
| Common<br>Stock | 07/08/2014 | S(3) | 100 | D | \$ 29.09      | 4,798 | 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 | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5. Number      | 6. Date Exercisable and | 7. Title and Amou |
|-------------|-------------|---------------------|--------------------|------------|----------------|-------------------------|-------------------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | omf Derivative | Expiration Date         | Underlying Secur  |
| Security    | or Exercise |                     | any                | Code       | Securities     | (Month/Day/Year)        | (Instr. 3 and 4)  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Acquired       |                         |                   |

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|                                | Derivative<br>Security |            | (A) or Disposed of (D) (Instr. 3, 4, and 5) |       |       |                  |                    |                 |                              |
|--------------------------------|------------------------|------------|---|-------|-------|------------------|--------------------|-----------------|------------------------------|
|                                |                        |            | Code  | V (A) | (D)   | Date Exercisable | Expiration<br>Date | Title           | Am<br>or<br>Nur<br>of<br>Sha |
| Stock<br>Appreciation<br>Right | \$ 12.35               | 07/07/2014 | M <u>(1)</u>                                |       | 692   | 07/20/2006       | 07/20/2016         | Common<br>Stock | 6                            |
| Stock<br>Appreciation<br>Right | \$ 12.085              | 07/07/2014 | M <u>(1)</u>                                |       | 1,334 | 02/08/2007(4)    | 02/08/2016         | Common<br>Stock | 1,                           |
| Stock<br>Appreciation<br>Right | \$ 9.025               | 07/07/2014 | M(1)  |       | 2,446 | 07/18/2007       | 07/18/2017         | Common<br>Stock | 2,                           |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|
| •  | Director      | 10% Owner | Officer | Other |  |  |  |
| MERLOTTI FRANK H JR<br>C/O TREX COMPANY, INC.<br>160 EXETER DRIVE<br>WINCHESTER, VA 22603-8605 | X             |           |         |       |  |  |  |

# **Signatures**

/s/ William R. Gupp by power of attorney

07/09/2014

\*\*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) Stock Appreciation Rights (SARs) are being exercised pursuant to a Rule 10b5-1 Exercise plan adopted by the reporting person on February 25, 2014.
- (2) On May 7, 2014, the Company effectuated a two-for-one stock split to common shareholders of record on April 7, 2014. The amounts set forth in this Form 4 and all subsequent reports filed report the amounts adjusted to reflect the stock split.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 Sales plan adopted by the reporting person on February 25, 2014.
- (4) The stock appreciation right becomes exerciseable on the one-year anniversary of this grant.

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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